





# CONTENTS

# 1

## Business Operation and Operating Results

01

## Organizational Structure and Operation of The Group of Companies

26

## Risk Management

34

## Sustainable Business Strategy

54

Management Discussion and Analysis :  
MD&A

58

## General Information and Other Material Facts

## 2

## Corporate Governance

63

## Corporate Governance Policy

76

Corporate Governance Structure  
and Significant Information  
Related to The Board of Directors,  
Subcommittees, Executives,  
Employees and Others

100

## Report on Key Operating Results on Corporate Governance

107

## Internal Control and Related Party Transactions

# 3

## Financial Statements

110

## Independent Auditor's Report

114

## Financial Statements

128

Notes to Consolidated Financial  
Statements

# Message from the Chairman



To all shareholders,

DOD Biotech Public Company Limited (“the Company”) remains committed to creating business growth opportunities in line with the organization’s core mission of investing in and promoting research and innovation to develop high-quality, internationally standardized nutritional products, all while being environmentally friendly. This is aimed at ensuring the long-term stability of the business, leading to appropriate returns for shareholders and stakeholders alike.

In pursuit of this mission, the Company has been advancing its strategic business plans to expand and evolve towards creating a New S-curve, aimed at generating sustainable and consistent growth in recurring income for the future.

During the past year of 2023, the Company successfully offered additional capital through private placement for new investors and right offering for existing shareholders, raising a total of 164 million baht, accounting for 81.19% of the total recapitalization. This reflects the high confidence that investors and existing shareholders have in the Company, despite the fluctuating and high-risk economic conditions.

A portion of the capital raised from the aforementioned share offering has been invested in Auswell Life Company Limited (“AWL”), with the Company holding 89.29% of the total shares. AWL operates in the importation and distribution of innovative nutritional products, particularly “Auswelllife”



brand vitamins and dietary supplements, produced in Australia and exclusively distributed in Thailand. Presently, The Company sells these products consisted of AWL DHA algal oil, AWL Colostrum capsules, and AWL Royal Jelly supplements by planning sales strategies through online channels together with distributing agents to cover the country that all products have received a very good response, contributing significantly to the Company's turnaround.

Building upon the success of AWL, the Company plans to introduce new products in the year 2024 including comprehensive multivitamin supplements, calcium products, and joint health supplements in order to catering to the health-conscious consumer market and extending the product line.

Simultaneously, the successful production of nutritional supplements under clients' brand labels has led to increased repeat orders, accounting for an average of 50-60% of total sales per month.

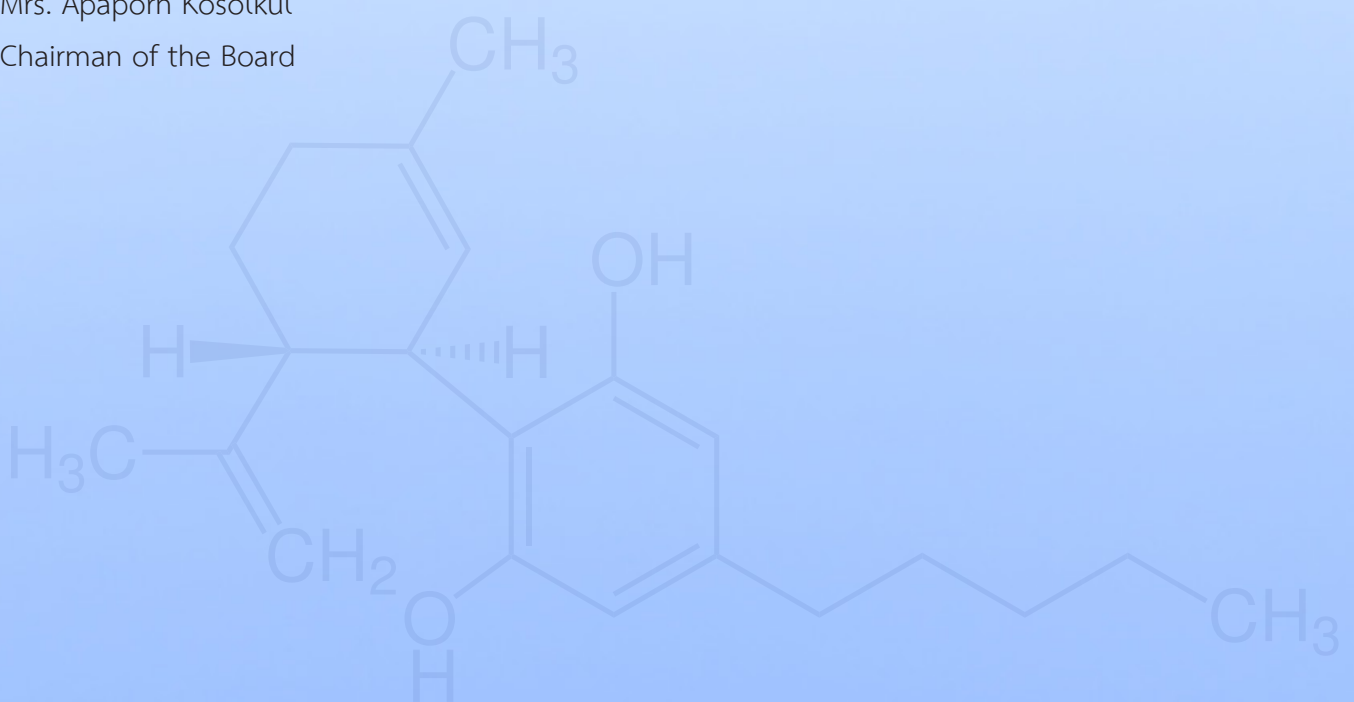
For the fiscal year 2024, the Company aims to maintain and further its strategies through three key initiatives: 1. Providing consultation from product development, 2. Maintaining quality manufacturing standards to meet customer needs comprehensively, and 3. Supporting all customer demands by delivering products on time, aiming for sustainable growth while considering economic, social, and environmental factors under the principles of Environmental, Social, Governance (ESG) corporate governance.

On behalf of the Board of Directors, I extend sincere gratitude to all shareholders, business partners, customers, and stakeholders who have continuously supported the company. We also thank the management and staff for their dedicated efforts in achieving our goals, and we pledge to lead the organization towards enduring strength and sustainable growth in the future.

Yours sincerely,

Mrs. Apaporn Kosolkul

Chairman of the Board



# 1



*Business Operation  
and Operating Results*

# 1. Business Operation and Operating Results

## 1. Organizational structure and operation of the group of companies

### 1.1 Policy and business overview

DOD Biotech Public Company Limited (“Company”) is a contract manufacturer of dietary supplement products made of natural extracts. The Company offers a “One Stop Service” solution to clients, ranging from manufacturing consultancy, formula research and development based on client needs, packaging and label design, marketing and distribution consultancy, high quality manufacturing and manufacturing control certified by Department of Industrial Works, to registration of dietary supplement products under various brands with Food and Drug Administration (FDA) to obtain FDA registration number. The Company’s manufacturing plant is warranted by international quality and safety standard. We also continuously innovate to enhance satisfaction of our clients. Our dietary supplement products can be divided into two major categories as follows:

*1) Dietary supplements for beauty* are products intended to enhance physique by stimulating energy expenditure and preventing fat accumulation in the body. They also include supplements for skincare, hair, and nails, which contain nutrients that nourish. For instance, Vitamin C aids in collagen synthesis and skin tightening, while Vitamin E possesses antioxidant properties to reduce inflammation on the skin. Other substances like collagen and hyaluronic acid help maintain skin elasticity and reduce wrinkles. Additionally, antioxidants present in these supplements help reduce cell damage and alleviate skin inflammation.

*2) Dietary supplements for health* are products designed to promote overall well-being by supplementing the body with nutrients that may be lacking in one’s regular diet. They enhance bodily functions efficiently and include some products that focus on specific results. For instance, some supplements aid in digestion and nutrient absorption in the digestive system, while others contribute to bone and joint health, support vision, liver function, lungs, and postpartum breastfeeding. There are also products to aid in sleep, regulate blood sugar levels, and probiotics that benefit intestinal and gastrointestinal health, etc.

Our products are sold to domestic clients and are generally made to order under client-specified brands. A majority of our clients are trading companies who act as an intermediary aggregating purchase orders from businesses and individuals who would like branded dietary supplements of their own, such as celebrities, beauty clinics, direct sales companies, and cosmetics brands with presence in department store. In addition, the company also manufactures and distributes health supplements under the brand “Dai a to”, which is a product brand of the company itself.



## ***Business Goals***

We aspire to become a leading dietary supplement manufacturer certified by international standards.

We will create sustainable competitive advantages through continuous product R&D and a lower manufacturing cost achieved by building our own raw material extraction facility.

## ***Vision***

“To be the leading regional manufacturing brand creating and delivering innovative science based nutritional supplements promoting sustainable health and beauty in all life-phases for all”

## ***Mission***

“The leading manufacturing brand utilizing operational excellence to provide innovative science based products to increase the quality of life for our customers achieving sustainable growth with Corporate Governance and Environmental Responsibility”





### 1.1.2 Material changes and developments

DOD Biotech Public Company Limited was founded on February 11, 2011 under the name “Thai Learning Innovation Co., Ltd.” with registered capital of Baht 1 million. We began as a distributor of learning media. On December 14, 2011, we changed our name to “Sukris 55 Co., Ltd.” and became a manufacturer of dietary supplement product. Our initial business model was to be an original equipment manufacturer (OEM) who manufactured dietary supplements based on formula and ingredients specified by clients. Our first office and manufacturing plant were located at 78/6 and 78/7 Khok Krabue, Mueang Samut Sakhon, Samut Sakhon.

Later in June 2013, we expanded our business and became an original design manufacturer (ODM) who provided a “One Stop Service” solution to clients. We had dedicated R&D team responsible for new product and formulation development. We also partnered with subject matter experts from domestic educational institutions and research labs to consistently develop new products as well as improving existing ones. In December 2013, we received GMP (Good Manufacturing Practice) Certification from Food and Drug Administration (FDA), Ministry of Health, which was a certification of manufacturing processes, facilities, equipment, and controls of dietary supplement products.

In December 24, 2015, we changed our name from “Sukris 55 Co., Ltd.” to “DOD Biotech Co., Ltd.”. At present, our office and manufacturing plant are located in “Yu Charoen – Tha Jeen Industrial Estate”, 111 Moo 2, Tha Jeen, Mueang Samut Sakhon, Samut Sakhon.

# Significant developments

of our Company in the past 10 years are summarized as follows:

## 2014

- **On May 6, 2014**

the Company changed its shareholding structure, with Mr. Lampun Puntanaprates and family holding 99% of total shares.

- **On May 17, 2014**

we increased registered and paid up capital from Baht 1 million to Baht 5 million, comprising 50,000 shares of ordinary share at a par value of Baht 100 per share. Capital raised were used as a working capital for business operations.

- **On June 3, 2014**

we received an investment incentive No. 2272(2)/ 2014 from The Board of Investment (BOI) for the manufacturing of herbal products (except medicine, soap, shampoo, toothpaste, and cosmetics), pharmaceutical products and/ or active ingredients in pharmaceutical products.

- **On August 9, 2014**

we began a construction of manufacturing plant and corporate head office on company's land with an area of 7-2-71.40 Rai. The property was located in "Yu Charoen – Tha Jeen Industrial Estate", 111 Moo 2, Tha Jeen, Mueang Samut Sakhon, Samut Sakhon. The manufacturing plant was designed to become a clean room with exceptional hygiene control and standard.

- **On September 5, 2014**

we increased registered and paid up capital from Baht 5 million to Baht 50 million, comprising 500,000 shares of ordinary share at a par value of Baht 100 per share. Capital raised were used as a working capital for business operations.



## 2015

- **On December 8, 2015**

Mr. Lampun Puntanaprates sold company shares at a fair price to 3 new shareholders (for 20,000 shares each, equivalent to 4% of total paid up capital) who were business partners and/ or customers of the company, namely Miss Boontrika Cheuchote, Miss Purada Rianpreecha, and Mrs. Natchaya Maitreewech.

- **On December 24, 2015**

the Extraordinary General Meeting No. 2/ 2015 approved the Company's request to increase registered capital from Baht 50 million to Baht 90 million, and to decrease the par value of an ordinary share from Baht 100 per share to Baht 10 per share. The Company had registered additional capital and a change in share price to the Department of Business Development, Ministry of Commerce on December 24, 2015. Capital raised were used in a construction of new corporate offices, manufacturing plant, and as a working capital for business operations. In addition, the Extraordinary General Meeting also approved an annual dividend payout from net profit for the year ending December 31, 2014 to ordinary shareholders of 500,000 shares, at a rate of Baht 80 per share, totaling Baht 40 million. The dividend was issued on December 24, 2015.

- **On December 24, 2015**

we changed our name from "Sukris 55 Co., Ltd." to "DOD Biotech Co., Ltd.".





## 2016

- **On April 30, 2016**

the Annual General Meeting of 2016 approved an annual dividend payout from net profit for the year ending December 31, 2015 to ordinary shareholders of 9,000,000 shares, totaling Baht 100 million. The dividend was issued on May 25, 2016.

- **On June 27, 2016**

dietary supplement products under the brand “ZELA-Q” and “I.D.I.A.”, both researched and developed by our company, were awarded “Best Product of the Year 2016” by Business and Economic Development Council of Thailand.

- **In September 2016**

we launched a new protein dietary supplement (Protein Diet) under its own brand “Dai a to”. The supplement contains major protein extracts, amino acids, and other essential vitamins for the body. “Dai a to” is a dietary supplement for health and wellness. It helps monitor weight loss, reduce accumulation of excessive body fat, improve nervous system function, enhance digestive health, and nourish and brighten the skin. We are currently a sole distributor of the products, selling them through multiple online channels, including Facebook, LINE, Instagram, and the website daiato.com.

- **On September 3, 2016**

dietary supplement products under the brand “V-Solen”, “P-Rano”, and “OMG”, all researched and developed by our company, were awarded “Top Brand of the Year 2016” by Mass Communication Federation of Thailand.

- **On September 15, 2016**

we moved a corporate head office and manufacturing plant from 78/6 and 78/7 Khok Krabue, Mueang Samut Sakhon, Samut Sakhon, which was a space rented from company’s major shareholder, to the newly constructed facilities as mentioned above.

- **On October 28, 2016**

the Extraordinary General Meeting No. 3/ 2016 approved an interim dividend payout from net profit for a six-month period ending June 30, 2016 to ordinary shareholders of 9,000,000 shares, totaling Baht 60 million. The dividend was issued on November 1, 2016. In addition, the Extraordinary General Meeting also approved the Company’s request to increase registered capital from Baht 90 million to Baht 150 million through the issuance of 6,000,000 shares of ordinary share at a par value of Baht 10 per share. The Company had registered additional capital to the Department of Business Development, Ministry of Commerce on November 22, 2016. Capital raised were used for a construction of extraction facility project, land purchase for factory expansion, and as a working capital for business operations.

- **In November 2016**

we began a construction of a herb and medicinal plant extraction facility. The project required an investment of Baht 25 million. The construction was completed on February 27, 2017 with all machineries installed.

- **On December 6, 2016**

we received an investment incentive No. 60-0921-1-16-1-0 from The Board of Investment (BOI) for the manufacturing of natural extract products (except medicine, soap, shampoo, toothpaste, and cosmetics).

# 2017

- **On February 21, 2017**

we received the following certifications from a leading private certification institute “Intertek”: HACCP (Hazard Analysis Critical Control Point) for manufacturing process of dietary supplement products (vitamin, dairy protein, soy protein, collagen, and extract from herb/ plant/ fruit) in a form of packaged sachet, and GMP Codex: General Principle of Food Hygiene for manufacturing process of dietary supplement products (capsule and powder), coffee (powder), ready-to-eat food (dried flax seeds), and dairy products (dry or powder).

- **On February 27, 2017**

we received ISO 22000: 2005 certification from Intertek Institute for manufacturing process of dietary supplement products (vitamin, dairy protein, soy protein, collagen, and extract from herb/ plant/ fruit) in a form of packaged sachet.

- **On March 29, 2017**

we signed a licensing agreement with Maha Sarakham University to use their Tripala extraction technology for commercial purpose as well as getting access to relevant knowledge consultation and transfer. The Company had the rights to manufacture and sell Tripala extracts for a period of 1 year, between March 29, 2017 and March 28, 2018.

- **On April 25, 2017**

the Annual General Meeting of 2017 approved an annual dividend payout for the year 2016, totaling Baht 90 million. Given that, on November 1, 2016, we had already issued an interim dividend payout for the period between January 1 and June 30, 2016, totaling Baht 60 million (Baht 6.6667 per share to 9 million shares outstanding), for the period between July 1 and December 31, 2016, the Annual General Meeting had approved a dividend payout of Baht 2 per share to 15 million shares outstanding, totaling Baht 30 million. The dividend was issued to shareholders on May 24, 2017.

- **On July 30, 2017**

DOD Biotech was awarded “Thailand Industry of the Year 2017” in the event organized by ASEAN Network – Thailand.

- **On August 10, 2017**

the Board of Directors Meeting No. 6/ 2017 approved an interim dividend payout for the period between January 1 and June 30, 2017, totaling Baht 50 million (Baht 3.3333 per share to 15 million shares outstanding). The dividend was issued on August 29, 2017.

- **On September 24, 2017**

DOD Biotech was awarded “Best Awards Asian Brand 2017” in the event organized by Journalism Council of Thailand.

- **On November 28, 2017**

the Extraordinary General Meeting No. 3/ 2017 approved a transition of the Company to become a public limited company under the name “DOD Biotech Public Company Limited”. The Meeting also approved a change in par value of company’s share from Baht 10 per share to Baht 0.50 per share as well as an increase in company’s registered capital of Baht 55 million, from Baht 150 million to Baht 205 million. The increase in registered capital was done through additional issuance of 110 million shares of ordinary share, at a par value of Baht 0.50 per share, which were later offered to the general public and traded in the Market for Alternative Investment (MAI). The Company had registered a change in company type, change in par value, and change in registered capital to the Department of Business Development, Ministry of Commerce on November 29, 2017.

- **On December 28, 2017**

the Board of Directors Meeting No. 10/ 2017 approved an interim dividend payout for the period of 9 months, ending September 30, 2017, totaling Baht 35 million (Baht 0.1166 per share to 300 million shares outstanding). The dividend was issued on January 27, 2018.



# 2018

- **On March 28, 2018**

the Annual General Meeting of 2018 approved an annual dividend payout of Baht 115 million (Baht 0.3833 per share to 300 million shares outstanding). The dividend was issued to shareholders on March 29, 2018. In addition, the Meeting had agreed to modify an allocation of ordinary shares previously approved in the Extraordinary General Meeting No. 3/ 2017. There were 110 million shares of ordinary share with a par value of Baht 0.50 per share, and they would be allocated as follows:

1. Allocate 100,545,000 shares, each with par value of Baht 0.50, for initial public offering (IPO).
2. Allocate 9,455,000 shares, each with par value of Baht 0.50, for company's directors, executives, and/ or employees. Selling price was to be set similarly to IPO price. If there were any shares remaining from this allocation, they shall be included in the initial public offering (IPO).

- **On May 9, 2018**

the Board of Directors Meeting No. 3/ 2018 approved an interim dividend payout for the period of 3 months, ending March 31, 2018, totaling Baht 111 million (Baht 0.37 per share to 300 million shares outstanding). The dividend was issued by May 30, 2018.

- **Between June 12-14, 2018**

the Company launched its initial public offering (IPO), selling 110 million shares to the general public, company's directors, executives, and/ or employees at a price of Baht 9.3 per share. Sales proceed totaled Baht 1,023,000,000, with net proceed after selling expenses of Baht 987,240,850. Following the IPO, the Company had paid-in capital of Baht 205,000,000 and 410,000,000 shares outstanding. Capital raised were used for (1) raw material extraction facility and international research laboratory, (2) new brand development, (3) loan repayment to financial institutions, and (4) working capital.

- **On June 20, 2018**

company's stock was publicly traded as "DOD" in the consumer goods industry group of the Market for Alternative Investment (MAI).

- **On July 19, 2018**

we signed a Memorandum of Understanding (MOU) with Department of Thai Traditional and Alternative Medicine to jointly drive and support Thai herbal products into international market. The Department would provide guidance to the Company in setting up our second raw material extraction

facility along with a central laboratory. The collaboration was a part of national master plan on Thai Herbal Development No.1 (2017-2021) published by Ministry of Public Health.

- **On July 30, 2018**

the company received the production process certification food supplements from Office of the Central Islamic Committee of the Country.

- **On November 2, 2018**

we signed a Memorandum of Understanding (MOU) with CNR Happiness Home and Chinese Academy of Sciences to distribute dietary supplements, vitamins, traditional Thai herbs and medicine, skincare products and cosmetics through TV Shopping of CNR Mall broadcasted on CCTV Channel in China.

- **On December 19, 2018**

the Board of Directors Meeting No. 8/ 2018 approved the Company's investment in PCCA Laboratory Co., Ltd. through a company's subsidiary which was to be set up ("Subsidiary"). The Board of Directors meeting approved the purchase and transfer of an entire business from BGP Spectrum Power Co., Ltd. ("BGP Spectrum") to the Subsidiary. This included all current and future assets, liabilities, rights, duties, and responsibilities from BGP Spectrum, including 8,100,000 shares of ordinary share with a par value of Baht 10 per share held in PCCA Laboratory Co., Ltd. ("PCCA") by BGP Spectrum (equivalent to 90% of total listed shares of PCCA). The Subsidiary would pay a purchase price at a total of Baht 297,000,000. BGP Spectrum was not a related entity to the Company and PCCA offered end-to-end contract manufacturing services for cosmetic and skin care products.

- **On December 19, 2018**

the Board of Directors Meeting No. 8/ 2018 approved an interim dividend payout for the period between April 1, 2018 and September 30, 2018, totaling Baht 180.40 million (Baht 0.44 per share to 410 million shares outstanding). The dividend was scheduled to be issued on January 18, 2019.

- **On December 19, 2018**

the Board of Directors Meeting No. 8/ 2018 approved insignificant changes in the usage of IPO capital. Two additional objectives were added: (1) to increase production capacity of dietary supplements, develop new product formats, and expand warehouse spaces; (2) to lend to company's subsidiary for investing and expanding business of PCCA Laboratory Co., Ltd.

- **On December 26, 2018**

the Company set up a new subsidiary under the name "DOD Healthy Life Co., Ltd.". The subsidiary had a registered capital of Baht 1 million, of which the Company held 99.99 percent. The primary objective of the subsidiary was to invest in PCCA Laboratory Co., Ltd.

# 2019

- **On January 15, 2019**

DOD Healthy Life Co., Ltd., a subsidiary company, acquired and transferred the business of BGP Spectrum Power Company Limited (“BGP Spectrum”). The acquisition included all assets, liabilities, rights, duties and responsibilities of BGP Spectrum, both current and future, as of the date of business transfer, including 8,100,000 ordinary shares with a par value of Baht 10 per share in PCCA Laboratory Co., Ltd. (“PCCA”) that were held by BGP Spectrum, or equivalent to 90% of the number of authorized share capital of PCCA, whose principal business operation was to manufacture cosmetic products.

- **On March 13, 2019**

the Company has established a subsidiary, “Ultima Life Co., Ltd”, with registered and paid up capital of Baht 50 million. Ultima Life was a network marketing company, of which DOD held 80% of total shares.

- **On April 30, 2019**

we issued and allotted warrants to purchase ordinary shares of DOD Biotech Public Company Limited No.1 (“DOD-W1”) in the amount of not exceeding 182,222,222 units to the existing shareholders of DOD Biotech Public Company Limited in proportion to their shareholdings (Right Offering) with the ratio of 2.25 existing ordinary shares for 1 unit of warrants at the offering price of Baht 0.10 per unit (in calculating the entitlement to receive the warrants of each shareholder, any fractions resulting from the calculation based on the allotment ratio will be rounded down). Shareholders may express their intention to subscribe to the warrants in excess of their entitlement. The record date to determine the list of shareholders who entitled to the allotment of the warrants was on May 10, 2019.

- **On May 23, 2019**

we increased registered capital from the existing registered capital of Baht 410,000,000 to Baht 592,222,222 by issuing of 182,222,222 newly-issued ordinary shares, at a par value of Baht 0.50 per share.

- **On June 19, 2019**

the Company has established a subsidiary, “HY DOD Co., Ltd.”, with registered and paid up capital of Baht 0.5 million. DOD held 51% shares of HY DOD, whose principal business was to sell and distribute dietary supplement products.

- **On July 3, 2019**

the Company has set up a new subsidiary, “DOD Sale Power Co., Ltd.”, with registered and paid up capital of Baht 2 million. DOD held 70% shares of DOD Sales Power, whose principal business was to provide consulting services.

- **On August 28, 2019**

the Company has set up a new subsidiary, “Siam Herbal Tech Co., Ltd.”, with registered capital of Baht 260 million, of which Baht 65 million was paid up. DOD held 99.99% shares of Siam Herbal Tech, whose principal business was to manufacture herbal extracts.

- **On August 28, 2019**

the Company has set up a new subsidiary, “AK DOD Co., Ltd.”, with registered and paid up capital of Baht 0.5 million. DOD held 51% shares of AK DOD, whose principal business was to sell and distribute cosmetic and dietary supplement products.

- **On December 2, 2019**

the Company received the certificate to certify that it is a green industry, level 2, Green Activities, activities to reduce environmental impact successfully by the Ministry of Industry (Thailand).



## 2020 – 2021

- **On January 24, 2020**

the Company entered into a license agreement for the use of research results on "Development of medical food products for patients with diabetes mellitus. By using rice as the main raw material to replace imported products" with the Agricultural Research Development Agency (Public Organization) where the company is the owner of the rights to research by using unlimited rights Exclusive for a period of 5 years from the date of signing the contract. With permission to produce and distribute products both in the country and abroad It is also permitted to use the technology in the production under this contract or to use it for research, development, modification, improvement or transfer of technology to others without prior notice.

- **On March 4, 2020**

received the certification. ISO22000: 2018 (Food Safety Management System) from Intertek Testing Services (Thailand) Co., Ltd. (Intertek).

- **On March 11, 2020**

certified standards ISO14001: 2015 (Environmental Management System) from Intertek Testing Services (Thailand) Co., Ltd. (Intertek).

- **On July 23, 2020**

the company was registered as an accredited laboratory according to ISO / IEC 17025: 2017 from the Bureau of Laboratory Standards. Department of Medical Sciences Ministry of Public Health.

- **In 2021**

the company continued its research and development efforts in the jelly supplement category, contributing to an increase in production and income within this segment

- **On April 26, 2021**

the company obtained a license from the Food and Drug Administration for food control, encompassing food supplements designed for infants and young children.

- **On June 14, 2021**

marked another milestone as the company secured a license from the Food and Drug Administration for specific control food items, including hemp seed oil, protein from hemp seeds, and products containing hemp seeds. Notably, the company achieved a significant feat by becoming the first in Thailand

capable of commercially producing dietary supplements containing hemp seed oil.

- **On November 1, 2021**

the company executed a reduction in registered capital by Baht 91,110,864.50. This involved the elimination of remaining registered shares from the issuance of newly issued ordinary shares, dedicated to supporting the exercise of warrants to purchase ordinary shares (DOD-W1), totaling 182,221,729 shares with a par value of 0.50 Baht per share. The company's remaining registered capital amounted to Baht 205,000,246.50, with common shares totaling approximately 410,000,493 shares, each with a par value of Baht 0.50.

- **On November 2, 2021**

the company contemplating the issuance of warrants to purchase ordinary shares (DOD-W2), not exceeding 205,000,246 units. These warrants were to be offered to existing shareholders in proportion to their shareholding ratios, with an exercise ratio of 2 existing ordinary shares equal to 1 warrant. The warrant term was set at 2 years from the date of issuance, with an offering price per unit of Baht 0.10. The exercise ratio granted the right to purchase 1 ordinary share at an exercise price of Baht 18 per share.

- **On November 2, 2021**

the company increased its registered capital by Baht 102,500,123, issuing 205,000,046 new ordinary shares with a par value of Baht 0.50 per share. This move aimed to support the exercise of warrants to purchase ordinary shares (DOD-W2) totaling 205,000,246 units.

- **On November 17, 2021**

the company received a license from the Food and Drug Administration for pre-packaged jelly and jelly products.

- **On November 24, 2021**

the company had ventured into researching and developing innovative hemp herbal supplements, aligning with the government's policy on hemp. These products, produced under the brand "Amapraj," featured hemp seed oil alongside 9 types of cold-pressed oils.

## 2022

- **On February 21, 2022**

the company achieved certification for GHPs/HACCP (Hazard Analysis Critical Control Point & Good Hygiene Practices) standards, upgrading from the previous HACCP GMP international standard certification received on February 21, 2017, by Intertek, a private sector certification body. This certification scope covers the production of dietary supplements (packaged in sachets, capsules, and soft capsules), instant coffee, and powdered beverages.

- **On May 9, 2022**

the company attaining certification for good production standards at the “Excellent Level” (GMP THAI FDA 420) from Intertek Institute, a private certifying agency. The certification encompassed the production of dietary supplements, coffee, dairy products (dry or powder), beverages in sealed containers (powder), and tea.

- **On July 22, 2022**

the company expanded its scope in microbiological and chemical testing, receiving certification for competence according to ISO/IEC 17025:2017 from the Bureau of Laboratory Quality Standards, Department of Medical Sciences, Ministry of Public Health.

- **On August 25, 2022**

the company received certification as a green industry at level 3, Green System, showcasing systematic environmental management. Continuous improvement will be monitored through follow-up evaluations and reviews by the Ministry of Industry (Thailand).

- **On November 29, 2022**

the Board of Directors Meeting No. 10/2022 approved the discontinuation of a subsidiary company, HY DOD Co., Ltd., due to the cessation of its business operations in distributing dietary supplements. Subsequently, on December 26, 2023, HY DOD Co., Ltd., deregistered the company with the Ministry of Commerce and settled its accounts on June 6, 2023.

## 2023

- **On December 13, 2022**

the company has set up a new subsidiary named A Metaverse Co., Ltd., with a registered capital of 2.5 million baht fully paid. The company holds a 50 percent stake in the new subsidiary, with the objective of engaging in the business of distributing dietary supplement products.

- **On January 20, 2023**

the company registered the establishment of a subsidiary named “DOD Infinite Company Limited” with a registered capital fully paid up of 91 million Baht. The company holds 99.99 percent of the shares and aims to invest in businesses related to the company’s operations.

- **February 14, 2023**

the company obtained certification for ISO 22000:2018 (Food Safety Management System) from Intertek, a private sector certification body. This certification covers the scope of Manufacture of Food Supplement Products (Sachet, Capsule, Soft Gel, liquid, gel, jelly, and Tablets), Instant Coffee, Instant Beverage, Instant Tea, and Concentrated drink.

- **On February 18 2023**

the company received certification for GHPs/HACCP (Good Hygiene Practices and Hazard Analysis Critical Control Point) standards from Intertek, a private sector certification body. This certification applies to the scope of Manufacture of Food Supplement Products (Sachet, Capsule, Soft Gel, liquid, gel, jelly, and Tablets), Instant Coffee, Instant Beverage, Instant Tea, and Concentrated drink.

- **On February 22, 2023**

the Board of Directors Meeting No. 2/2023 approved DOD Infinite Company Limited, to invest in Auswell Life Company Limited, a business engaged in importing and distributing vitamin and dietary supplement products manufactured in Australia under the brand “Auswelllife” The investment involves the acquisition of 425,000 ordinary shares, representing 8.29 percent of the total issued and outstanding shares, at a total consideration of 87.4 million Baht.



## 2023

- **On February 22, 2023**

the company obtained certification for GMP Thai FDA 420 (Good Manufacturing Practice according to the Ministry of Public Health Announcement No. 420 on Manufacturing Methods, Equipment, and Food Storage) “Excellent Level” from Intertek, a private sector certification body. This certification encompasses the production of tea, coffee, dietary supplements (capsules, granules, dry types, acidic/alkaline foods), dairy products, hermetically sealed packaged beverages (powdered, acidic/alkaline foods), plant extracts, sesame oil, products containing sesame seeds, sesame oil, or protein from sesame seeds (capsule dietary supplements, dry mixed dietary supplements), products containing parts of hemp or cannabis (hermetically sealed packaged mixed dry drinks), and products containing cannabidiol as an ingredient (capsule dietary supplements).

- **On April 18, 2023**

at the Annual General Meeting of shareholders for the year 2023, a resolution was passed to approve the issuance and offering of additional ordinary shares to increase the company’s capital to Ms. Pranee Piriymasakul, Mr. Danupon Cilli and Mr. Jiratch Wongtrangan, through a Private Placement, for up to 24,390,000 shares. Additionally, it was resolved to issue additional ordinary shares for sale to the existing shareholders proportionate to their respective shareholding (Rights Offering), for up to 25,552,382 shares and to support the adjustment of rights under the warrants of DOD Biotech Public Company Limited No. 2 issued to the existing shareholders (“DOD-W2 Warrants”), for up to 22,000,000 shares. The funds raised from this capital increase will be utilized for the company’s business expansion.

- **On April 18, 2023**

the company obtained a license from the Food and Drug Administration Office for food products containing cannabidiol extract as an ingredient. This includes dietary supplements/oil blends (excluding oil packaged in capsules).

- **On May 26, 2023**

the company successfully manufactured and delivered dietary supplement products in the form of gummies, which the company conceptualized, researched, and developed.

- **On September 22, 2023**

the Dietary Supplement Product (Suuper Clear Collagen Brand) received the prestigious award from DKSH in the Japan Beauty Award category. This award recognized the pioneering use of Sakura Extract as an ingredient, marking it as the first of its kind in Thailand. The product underwent research and development by the Company.

- **On November 27, 2023**

the Dietary Supplement Product Colla Telo By KruKoy was honored with the Best Beauty Award from DKSH. This award acknowledged the innovative use of Delphinol® Maqui berry extract in developing a product that not only nourishes the skin but also enhances fertility. The product underwent research and development by the Company.



### 1.1.3 Use of proceeds from an initial public offering of ordinary shares

DOD Biotech Public Company Limited (“the Company”) made an initial public offering (“IPO”) of ordinary shares during June 12-14, 2018 in the amount of 110,000,000 shares each of Baht 0.50 par value at the offering price of Baht 9.30 per share, totaling Baht 1,023,000,000. After deduction of offering expenses, the proceeds from the IPO amount to Baht 987,240,850.

The company would like to report the use of capital increase from the IPO for July 1, 2023 to December 31, 2023 as follows:

Purposes of use (Unit: Baht million)	Amount earmarked	Resolution of the Board of Directors No. 8/2018 on 19/12/2018	Resolution of the 2019 Annual General Meeting on 30/04/2019	Amount used during period (Jul 1, 2023 - Dec 31, 2023)	Accumulated amount used (June 15, 2018 - Dec 31, 2022)	Balance remaining Dec 31, 2023
1. Investment in raw material extraction plant and world-class research laboratory	100.00	100.00	260.00	0.41	260	-
2. Development of the Company's new brand	200.00	200.00	-	-	-	-
3. Repayment of loansto financial institutions	50.00	50.00	46.89	-	46.89	-
4. Working capital for business operation	637.24	368.34	221.45	-	221.45	-
5. Expansion of production capacity for dietary supplement products, introduction of new product packages, and warehouse building (related to existing business as disclosed in the Registration Statement for offer for sale of securities and draft prospectus)	-	120.90	120.90	-	120.90	-

Purposes of use (Unit: Baht million)	Amount earmarked	Resolution of the Board of Directors No. 8/2018 on 19/12/2018	Resolution of the 2019 Annual General Meeting on 30/04/2019	Amount used during period (Jul 1, 2023 - Dec 31, 2023)	Accumulated amount used (Jun 15, 2018 - Dec 31, 2022)	Balance remaining Dec 31, 2023
6. Lending to a subsidiary for investment and expansion of contracted manufacturing of cosmetics – PCCA Laboratory Co., Ltd. (new business)	-	148.00	148.00	-	148.00	-
7. Use to repay loans from financial institution Which is intended for investment in PCCA (New Business)	-	-	150.00	-	150.00	-
8. Use investment in subsidiaries that operate direct sale business (New business)	-	-	40.00	-	40.00	-
<b>Total</b>	<b>987.24</b>	<b>987.24</b>	<b>987.24</b>	<b>0.41</b>	<b>978.24</b>	

## 1.2 Nature of Business

### 1.2.1 Income structure

Revenue structure of the Company for the year 2020-2023 can be classified by product categories as follows:

Type of Revenue	Year 2020		Year 2021		Year 2022		Year 2023	
	Baht million	%	Baht million	%	Baht million	%	Baht million	%
<b>Sales Revenue</b>								
- Dietary Supplements for Beauty	1,332.85	82.23	813.95	79.93	359.79	65.61	167.48	23.58
- Dietary Supplements for Health and Wellness	278.35	17.17	201.37	19.77	177.37	32.35	510.68	71.92
<b>Total Sales Revenue</b>	<b>1,611.20</b>	<b>99.40</b>	<b>1,015.32</b>	<b>99.70</b>	<b>537.16</b>	<b>97.96</b>	<b>678.16</b>	<b>95.50</b>
Other Revenue <sup>1/</sup>	9.64	0.60	3.03	0.30	11.17	2.04	31.94	4.50
<b>Total Revenue</b>	<b>1,620.84</b>	<b>100.00</b>	<b>1,018.35</b>	<b>100.00</b>	<b>548.33</b>	<b>100.00</b>	<b>710.10</b>	<b>100.00</b>

Remark: <sup>1/</sup> Other Revenue includes income from modeling fee, interest income, forfeiture of security deposit, and penalties from a breach of the construction contract.



# INNOVATION

## 1.2.2 Product information

The Company is a contract manufacturer of dietary supplement products made of natural extracts. We offer a “One Stop Service” solution to clients, ranging from manufacturing consultancy, formula research and development based on client needs, registration with Food and Drug Administration (FDA), Ministry of Health under client’s own brands, packaging and label design, marketing and distribution consultancy, to high standard manufacturing and quality control. The Company’s manufacturing practices have received multiple quality control certifications, including GMP: Good Manufacturing Practice from FDA, General Principle of Food Hygiene from CODEX, and HACCP (Hazard Analysis and Critical Control Point), and ISO 22000 (Food Safety Management) from Intertek institute. In addition, all of the products are manufactured by the latest and cutting-edge machinery in a cleanroom plant where levels of dust, temperature, and humidity are strictly controlled.

All dietary supplement products manufactured and distributed by the Company are approved by FDA and have an FDA registration number displayed on a label to inform customers that the products had passed the quality and safety standards set by FDA.

A majority of the company’s dietary supplement products are manufactured under brands and trademarks specified by clients, such as Co.B9, Fita, NUUI SLM, Zela.Q, Babalah Elmola, Jejuvita BB SLM / B-Bang / Filinzo / Glutato by Karmarts, Defon by K.Ple Nakorn, Zonbee by Body Shape, DT24 / Denula by Wutisak, Fill in and V-solen, Madame Drink/ Overnight Detox by ele, and OMO Coffee. As an original design manufacturer (ODM), the Company assists clients with all R&D and manufacturing activities. We work with our clients to research and develop the right product formula according to their needs as well as help them register their products with FDA before distributing the products to retailers and end-users. Obtaining FDA approval not only helps the brand to be compliant with the law, but it also helps establish consumer confidence that the products have accurate label information and are safe to consume.

When a product obtains approval from FDA, its FDA registration number is tied to a specific formulation and brand. Additional manufacturing of the products must be under a similar formulation and brand previously registered. Given that a product formulation is a trade secret of the Company, clients would not be able to work with other manufacturers to manufacture similar products under a similar FDA registration number. To work with a different manufacturer, they would be required to develop a new formulation and obtain a new FDA registration number, which will be difficult for customers if their product is still popular but needs to invest for developing new product.



The Company's dietary supplement products can be divided into two major categories which are:

### Dietary Supplement Products for Beauty

Dietary supplement products for beauty comprise two subcategories:

1) *Dietary Supplements for Body Shape*: Nutritional supplements for body management are products composed of various extracts that possess properties to help maintain body shape. For instance, they assist in reducing the absorption of carbohydrates, sugars, and fats, stimulating the body to metabolize sugars and fats into energy, reducing fat size, and enhancing the process of fat breakdown and dissolution. They decrease appetite without causing headaches or nervousness, resulting in decreased consumption, promoting a feeling of fullness, reducing LDL cholesterol levels, and increasing HDL cholesterol levels. Over time, regular consumption can reduce fat in the abdomen, arms, and legs.



2) *Dietary Supplements for Skin Health*: Nutritional supplements for skin care are products composed of various extracts that possess properties to stimulate collagen production beneath the skin layer, nourishing the skin to be soft, moisturized, smooth, firm, and free from dryness. They reduce wrinkles, fade melanin pigments, freckles, spots, and dark patches, resulting in even-toned skin. They contain antioxidants that promote better blood circulation beneath the skin's surface, leading to radiant and healthy-looking skin. These supplements are capable of resisting pollution and UV radiation without concerns about skin darkening or coarseness. Additionally, they contribute to increasing bone density and promoting healthy skin, hair, and nails.



# Dietary Supplement Products for Health and Wellness



Nutritional supplements are products that consumers ingest to enhance the efficiency of their bodies, typically containing vitamins, minerals, antioxidants, and various extracts aimed at addressing health issues. These products can be categorized into 13 subtypes:

1) *Digestive System Supplements* : These products contain extracts that facilitate bowel movements, increase fecal mass, reduce constipation, promote the movement of feces, enhance fiber and prebiotic intake for beneficial gut bacteria, balance bowel function, reduce the risk of colon cancer, and ensure regular bowel movements without severe abdominal pain or cramping.

2) *Protein Supplements* : Comprising extracts that provide essential proteins and amino acids necessary for the body, along with vitamins and minerals to support protein utilization and repair, these products boost energy levels, vitality, mental alertness, and strength, reducing susceptibility to fatigue and enhancing overall physical resilience.

3) *Brain Nourishment Supplements* : Formulated with extracts that increase neurotransmitter levels in the brain, nourish brain cells and nerves, improve memory, concentration, and learning abilities, alleviate short attention spans, reduce oxidative stress in the brain, and decrease the risk of Alzheimer's disease.

4) *Bone Nourishment Supplements* :Containing extracts that enhance bone density, strength, and flexibility, reduce joint inflammation and alleviate joint pain, stimulate cartilage lubrication, promote collagen synthesis in soft joint tissues, increase flexibility, and enable normal physical activities.

5) *Vision Nourishment Supplements*: Comprising extracts that reduce eye fatigue, improve blood circulation around the eyes, alleviate optic nerve inflammation, dry eyes, promote eye lubrication, decrease the risk of cataracts, improve night vision, and delay optic nerve degeneration.

6) *Sleep Aid Supplements*: These products include extracts that elevate alpha brainwave levels, induce relaxation, reduce accumulated stress, promote restful sleep, enhance hormone secretion for effective tissue repair, and contain brain-nourishing vitamins, ensuring a refreshed, alert state upon awakening.

7) *Immune Boosting Supplements* : Formulated with extracts that stimulate white blood cell activity, preparing the immune system to combat pathogens, reduce respiratory system pollution-related irritation, lower the risk of flu viruses, alleviate sickness symptoms, and strengthen overall health and resilience against environmental and pathogenic challenges.

8) *Liver Nourishment Supplements* : These products contain extracts that reduce liver cell inflammation, accelerate toxin elimination from heavy metals or alcohol, alleviate liver inflammation symptoms, aid alcohol metabolism, decrease fatty tissue buildup, reduce abnormal tissue growth contributing to liver diseases, and lower the risk of liver cancer.

9) *Hair Nourishment Supplements* : Comprising extracts that nurture hair, accelerate regrowth, reduce hair loss by stimulating keratin production, decrease scalp oiliness, improve blood circulation, and strengthen hair and scalp.

10) *Lung Nourishment Supplements* : Including extracts and vitamins that reduce lung inflammation, minimize pollution-induced allergies, alleviate breathing difficulties, enhance the body's resistance to allergens, and improve lung function.

11) *Blood Sugar Control Supplements* : These products feature extracts that reduce sugar and fat absorption into the bloodstream, decrease cholesterol and triglyceride levels, enhance fat burning processes, restore liver function, stimulate insulin action, and maintain stable blood sugar levels after meals.

12) *Breast Milk Enhancement Supplements* : Comprising extracts that stimulate milk production, increase milk volume, and improve milk quality with essential vitamins and nutrients for optimal infant growth, reducing milk duct blockages and aiding in postpartum hormone balance.

13) *Probiotic Supplements* : These products utilize beneficial gut bacteria and aid in immune system function, available in powder form for oral consumption or addition to beverages and foods, with encapsulated bacteria ensuring viability and targeted functionality. Additionally, various prebiotics and natural extracts can be added to enhance product efficacy and appeal to customer preferences.

Furthermore, our company continually researches and develops new products to meet evolving market demands, such as sodium-reducing supplements and allergy-reducing supplements, enhancing product appeal and interest.



Dietary Supplement Products manufactured and distributed by the Company are available in the following formats:

### 1. Hard Capsule

The hard capsule format can accommodate various sizes depending on the weight of the contents, making it easy to swallow. The capsule shell is made of gelatin and plant materials, aiding in easy swallowing and reducing unwanted odors and tastes of the contents. Additionally, it has a predictable disintegration time; once the capsule dissolves (approximately 15 minutes), the contents are immediately absorbed in the gastrointestinal tract.



### 3. Instant Drink Powder

This format is suitable for substances that need to be consumed in large quantities to be effective, such as protein supplements or digestive system support products. While these substances may be inconvenient in capsule or tablet form due to the required dosage, they are easily consumed in a drinkable powder format. This method also allows for customization of taste preferences.



### 2. Tablet

Tablets, manufactured by compression and molding, are a type of dietary supplement that requires rapid disintegration and absorption into the body. This format often involves color and flavor enhancements, along with the addition of extracts, vitamins, and minerals, for consumer convenience and appeal. It is suitable for producing supplements for brain health and skincare.



### 4. Soft Gelatin Capsule

Soft gelatin capsules are produced through encapsulation, allowing for the encapsulation of oil-based substances in various sizes and shapes. The gelatin used for the capsule shell can be derived from both plant and animal sources. Similar to hard capsules, they offer ease of consumption, predictable disintegration, and immediate absorption in the gastrointestinal tract.



### 5. Gel

Gel-form dietary supplements are easy to consume and convenient for on-the-go consumption, as they can be consumed directly without the need for water. They are suitable for individuals needing quick energy, such as athletes. The company can produce gel supplements ranging from 15 to 100 grams.



### 7. Concentrate Shot

Concentrate shots are liquid dietary supplements made from concentrated extracts, providing specific flavors and essential nutrients in small, easy-to-consume quantities. These products offer convenience and effectiveness, with immediate consumption possible by tearing the sachet. This format expands options for dietary supplements in the market. The company can produce packaging sizes ranging from 10 to 25 grams.



### 9. Gummy

Gummy supplements offer a convenient and enjoyable way to consume dietary supplements, available in various flavors and easily chewable. They cater to individuals who prefer not to consume traditional capsule or drinkable supplement formats, resembling candies but with added benefits. This format expands the consumer base for dietary supplements.



### 6. Jelly

Jelly-format dietary supplements offer flexibility and convenience, with flavors tailored for easy consumption. The product's jelly-like texture allows for immediate consumption without the need for water, catering to modern consumer preferences. The company can produce jelly supplements in sizes of 15 and 25 grams.



### 8. Tea Bag

Tea bag dietary supplements can be registered as both dietary supplements and teas made from herbs, vegetables, and fruits. Natural flavors and benefits are derived from ingredients like blood sugar-lowering tea or sleep-promoting tea.





The company is also developing other formats like effervescent tablets, currently in the experimental stage of equipment testing and procurement to meet desired standards.

### 1.2.3 Nature of Customer and Target Group

Dietary supplements manufactured by the Company fall under the consumer products category. They are considered specialty products, either with clients' brands or our own brand. The majority of our clients are trading companies who aggregate purchase orders from brand owners, businesses, and direct sales companies who would like branded dietary supplements of their own. We manufacture dietary supplements for our clients under the brand names specified by them. They in turn distribute the final products to end-users through various distribution channels. We are not directly selling to end-users.

Nevertheless, we believe there are two groups of end-users suited for our products:

- 1) For dietary supplement products for beauty, their target customers are middle to high-income adolescents and adults who value self-care and skin nourishing.
- 2) For dietary supplement products for health and wellness, their target customers are middle to high-income adolescents, adults, and seniors who value health care.

### 1.2.4 Pricing Policy

The Company set a clear standard price list of a product based on different product formats (hard capsule, tablet, and instant drink) and sizes. Each product type has a standard formula for manufacturing that comes with standard pricing. When clients need modifications from a standard formula, pricing would change to reflect changes in raw material. We adopt a cost-plus margin approach in setting a price, with additional considerations on market price, competitive intensity, client's acceptance of the products, order volume, and total value. We also offer trade discounts to clients if their order volume meets a certain threshold. It is important that our pricing is competitive in the market; however, we also work to ensure it is profitable enough to sufficiently cover our selling, general and administrative expenses.

### 1.2.5 Procurement of products and services

The company produces finished products in 9 forms, which are tablets and hard capsules. Soft capsule, tablet form, powder form, drink powder, gel form, jelly form, and concentrated extract. The total production capacity in 2023 is 517,727.786 kilograms. The company procures raw materials from quality production sources. according to the standards of various legal substances.

### 1.2.6 Assets used in business operations

The company has fixed assets used in its business in the amount of Baht 479.69 million, has a property insurance policy contract which sum insured amount of Baht 637.06 million, has loan agreements as of December 31, 2023, from 2 local financial institutions with a total credit line of Baht 205 million, with additional details as follows:

## Assets used in business operations

Details of the Company's fixed assets used in the business of the Company Summarized as follows.

Asset Types	Net book value As of December 31, 2023 (Million baht)	Proprietary	Obligation
1. Land and land improvement			
A) Land title deed number 140090, area 7-2-71.40 rai, land number 103, survey page 4543, Tha Chin Subdistrict, Mueang Samut Sakhon District, Samut Sakhon Province	24.07	Company	Collateral for a domestic financial institution
B) Land title deed number 140091, area 9-3-1.70 rai, land number 103, survey page 4543, Tha Chin Sub-district, Mueang Samut Sakhon District, Samutsakorn Province	34.14	Company	Some of them serve as collateral for financial institutions
C) Land title deed number 140052, area 8-1-57.80 rai, land number 104, survey page 4539, Tha Chin Subdistrict, Mueang Samut Sakhon District, Samut Sakhon Province	29.45	Company	Collateral for domestic financial institutions
D) Land title deed number 138496, area 16-0-66.80 rai, land number 2, survey page 4534, Tha Chin Subdistrict, Mueang Samut Sakhon District, Samutsakorn Province.	56.72	Company	Collateral for a domestic financial institution
E) Land improvement	6.62	Company	
Including land and land improvement	151.00		
2. Buildings and building improvements			
A) building	116.75	Company	-
B) building improvement	100.91		
Including buildings and building improvements	217.66		
3. Machinery and equipment	91.23	Company	Some part is a Collateral for a domestic financial institution
4. Furnishings and office equipment	6.23	Company	-

Asset Types	Net book value As of December 31, 2023 (Million baht)	Proprietary	Obligation
5. Vehicles	2.71	Some of them are under financial lease agreements with ICBC (Thai) Leasing Company Limited and Bank of Ayudhya Public Company Limited	-
6. Assets under construction	10.86		-
<b>Total</b>	<b>479.69</b>		

#### Property insurance policy contract

The company has insurance for all property risks. Total sum assured of 637.06 million baht, details can be summarized as follows:

Policy type	Insurance company	assured	Insured property	Insurance sum(million baht)	Time period insurance
1. Property All Risks Insurance Policy	Dhipaya Insurance Public Company Limited	DOD Biotech Public Company Limited	1. Building, (Not including foundations) including the addition of the fence, walls, doors, building, cafeteria, guardhouse, clean room LAN system, wastewater treatment system, electrical system, air conditioning system, LAB room, including interior decoration work of the building 2. Furniture, fixtures, fixtures. Office equipment Utilities 3. Machinery and Equipment Used in action 4. Stock products	333.06  174.00  130.00	30 Jul 2023 to 30 Jul 2024

## Loan agreement

As of December 31, 2023, the Company has loan agreements from 3 local financial institutions with a total credit limit of Baht 205 million.

Loan type	Loan limit (million baht)	Interest	Guarantee
1. Overdraft	5	2.85%	Fixed deposit
2. Promissory Note ( P/N note)	10	The interest rate set by the bank in each moment	
3. Long-term loans	50	MLR-1	Title Deed No. 138496 and 140052
4. Overdraft	10	MOR-2	Title Deed No. 140090 and 140091
5. Promissory Note ( P/N note)	90	The interest rate set by the bank at each moment	
6. Long term loan	40	MLR-1.5	

The aforementioned loan agreement shall have provisions regarding the maintenance of the Debt to Equity Ratio (D/E Ratio) not exceeding 3.00 and the Debt Service Coverage Ratio (DSCR) not falling below 1.25.

### 1.3 Shareholding Structure

#### List of Major Shareholders

Name of Shareholders	As of December 26, 2023	
	Number of Shares	Percent
1. Puntanaprates Group <sup>1/</sup>		
1.1 KKPAM (transfer from Mr. Lampun Puntanaprates, Minister's spouse)	87,900,000	19.52
1.2 Mr. Pachara Puntanaprates <sup>2/</sup>	500,000	0.11
<b>Total of Puntanaprates Group</b>	<b>88,400,000</b>	<b>19.63</b>
2. C.T. Venture Company Limited	31,764,705	7.05
3. Mr. Danupon Cilli	28,899,316	6.42
4. Ms. Renumas Isarabhakdi	26,121,800	5.80
5. Mr. Narong Jiaratham	20,000,000	4.44
6. Ms. Pranee Piriymasakul	16,579,882	3.68
7. MPC Prosper Company Limited	12,500,000	2.78
8. Mr. Jiratch Wongtrangan	7,317,000	1.62
9. Mr. Pongphan Nantharatiphit	5,582,000	1.24
10. Mr. Serani Chanwirakul	5,048,047	1.12
<b>Total</b>	<b>242,212,750</b>	<b>53.78</b>

Remarks: <sup>1/</sup> This classification is in accordance with the definition of persons who may have conflicts according to the Notification of the Securities and Exchange Commission No. Kor.Jor. 2551/17 dated December 2008, 15 only, not a classification under Section 258 of the Royal Decree. Securities and Exchange Commission B.E. 2535 (including revised) in any way

<sup>2/</sup> Mr. Pachara Sangkarat is Mr. Lumphan Phonthanaprathet's brother

### 1.4 Amounts of registered capital and paid-up capital

The company has a registered capital of 343.47 million baht, divided into ordinary shares of 686,943,121 shares, with a par value of 0.5 baht per share. An amount of 225.21 million baht has been called for payment, divided into ordinary shares of 450,414,285 shares, with a par value of 0.5 baht per share.



### 1.5 Issuance of other securities

Refers to the Resolution of the Ordinary Shareholders' Meeting held in 2021, a resolution was passed to approve the issuance and offering of warrants to purchase ordinary shares of the company for the second time (DOD-W2) totaling 205,000,246 shares. These warrants were offered to existing shareholders of the company in proportion to their shareholdings (Rights Offering) at a ratio of 2 existing ordinary shares per 1 unit of warrant, with an offering price of 0.10 Baht per unit. The warrants have a two-year validity period from the date of issuance, and the exercise price is 18 Baht per share.

On April 27, 2023, the company adjusted the rights usage price and the rights usage ratio to maintain the benefits of warrant holders not to be inferior to the previous situation due to the event that required the adjustment of rights. This event occurred because the company issued and offered additional common shares to individuals within the circle (Private Placement) at a price lower than 90% of the market price of the company's common shares. This market price refers to the average price of the weighted average prices of the company's common shares traded on the Stock Exchange of Thailand during the 15 trading days before the first day of the offer for new common shares to restricted persons, which was on April 27, 2023 (between April 3, 2023, and April 26, 2023). The new rights usage ratio is 1 unit for every 1.0069 shares, and the new rights usage price is 17.8774 Baht per share.

On November 22, 2023, one shareholder utilized their rights as per the warrant to purchase 72 common shares of DOD-W2. The company received payment for the additional common shares issued from exercising these rights, amounting to 1,287.17 Baht already.

On November 30, 2023, the subscription warrants (DOD-W2) of DOD Biotech Public Company Limited expired, and they ceased to be registered securities of the subscription warrants, as the final exercise date had passed on December 1, 2023.

### 1.6 Dividend policy

The Company will issue a dividend payment for no less than 50% of net profit after deduction of income tax and reserves required by law. The consideration of dividend payment will be determined based on company's cash flow, availability of business working capital, investment plan, loan repayment ability, contractual obligations, legal constraints as well as any other necessities and considerations that may arise in the future.

The payout of dividend payment must be approved by the shareholder meeting, except in the case of interim dividend. The Board of Directors may pay interim dividend to shareholders occasionally, if they find that the Company has sufficient profits to do so. The payout then needs to be reported to the shareholders in a subsequent shareholder meeting.

## 2.1 Risk management policy and plan

The board of directors of the company recognizes the importance of risk management, considering it a fundamental cornerstone of business management. The process of risk management, including risk identification, assessment, control, and regular review, is deemed essential proactive management that the company must undertake and implement. The board has assigned to executive committee for overseeing and responsibility of risk management which outlining its scope of work to include proactive risk management and awareness of the necessity to identify and address risks organization-wide. In addition to adopting ISO 22000 as a risk management framework, the company has also integrated COSO – ERM 2017 (Enterprise Risk Management) to manage risks effectively. This framework is designed to identify potential events that may impact the organization and manage risks within the organization's accepted risk tolerance level. This is to ensure confidence that the organization will achieve its set objectives and sustainably develop its business operations.

In 2023, the executive committee fulfilled its responsibilities as delegated by the board of directors. There were close monitoring and joint meetings to assess various risks, along with regular reviews to identify any emerging risks or changes. The committee provides additional recommendations to enhance the effectiveness and efficiency of risk management, reporting the overall risk management outcomes to the board of directors for acknowledgment.

Based on the aforementioned operations, the risk management committee has reviewed and found that the executed risk management practices are aligned with good corporate governance. Adequate and suitable internal controls, along with close monitoring of risks, have enabled the company to achieve its business objectives as outlined in its business plan.

## 2.2 Risk factors on business operation

### 2.2.1 Current company risk management

Currently, the company manages various risks by implementing Good Corporate Governance (GCG) practices, anti-corruption standards, internal control systems, performance evaluation systems, and Key Performance Indicators (KPIs). Operations are conducted in accordance with quality policies and standards such as ISO 22000, ISO 14001, ISO 17025, among others. In practical terms, the company has demonstrated effective risk management in its operations.

### 2.2.2 Type of risk

Throughout the year 2023, the Company has identified 4 risks of the Company as follows:

1. Strategic Risk
2. Operational Risk
3. Compliance Risk
4. Financial Risk

The aforementioned risks can be categorized into the following major risks :

**1) Strategic Risk** This refers to risks arising from strategic planning and inadequate execution of strategies, as well as market competition impacting the organization's objectives or goals.

#### Guidelines for Managing Strategic Risks

To manage and control strategic risks, the company conducts periodic reviews of its strategic plans to align with market dynamics. This includes continuous research and product development adjustments to meet customer demands, innovating new products, expanding market share, managing costs, and profit margins to remain competitive. These strategic plans are regularly reviewed to adapt to changing circumstances.

**2) Operational Risk** This refers to risks associated with operational activities at every stage due to poor supervision or inadequate internal controls, encompassing factors related to processes, equipment, information technology, and personnel.

#### Guidelines for Managing Operational Risks

The Company has operational risk management as follows :

The company manages operational risks by reporting weekly performance results of relevant departments regarding production plans, delivery plans, product quality, sales volumes, and identifying and addressing issues and obstacles. Additionally, it studies and analyzes the feasibility of process automation for improvement, matches machinery appropriately with products, and ensures compliance with policies and plans by establishing Key Performance Indicators (KPIs) for all levels of employees. Regular meetings are held within each department for consultation, exchange of knowledge, drawing from past lessons learned, and anticipating future opportunities to prevent or mitigate risks.

**3) Compliance Risk** This refers to risks arising from the necessity for various departments to comply with laws and organizational regulations, such as contract breaches, non-compliance with regulations, or laws, potentially due to intentional misconduct, misinterpretation in communication, or incomplete dissemination of regulations across departments.

#### Guidelines for Managing Compliance Risks

Training is provided to all levels of management and employees to understand standards, regulations, rules, and regulations, adhering to principles of Good Governance, and considering the benefits to consumers and society as a whole.

**4) Financial Risk** This refers to the uncertainty of future outcomes resulting from financial activities negatively impacting the business value, influenced by various factors such as changes in global interest rates, fluctuations in exchange rates, production factor price volatility, or commodity prices.

#### Guidelines for Managing Financial Risks

The organization focuses on financial management using cautious financial policies under budgetary constraints to achieve appropriate returns and instill confidence in effective risk management and internal controls commensurate with acceptable risk levels, adaptable to rapidly changing environments. Additional funding sources are secured for emergency use to maintain flexibility.

## 2.2.3 Risk factors for the Company's business operations

### (1) Risk from High Concentration of Large Clients

In the years 2021 - 2023, the company generated revenue from the sale of goods, with the top 5 major customer orders totaling 901.69 million baht, 373.59 million baht, and 204.80 million baht respectively. These represent proportions of 88.81%, 69.55%, and 45.43% of the total sales revenue, respectively. Additionally, revenue from any one of these major customers accounted for 69.73% of the total sales revenue in 2021 and 2022, 36.77% of the total sales revenue in 2022 and 2023, and 13.95% of the total sales revenue in 2023.

The Company would face great risk if revenue from our large clients had declined, or if our large clients had. The company faces risks if it loses revenue from the aforementioned major clients and cannot find other clients to replace them, or if those major clients decide to contract with other manufacturers. Additionally, factors such as trends or the product life cycle, with each product typically having an average lifespan of about 1-1.5 years, could affect sales. Therefore, if sales to these major clients decline due to changing consumer trends or the declining phase of the product life cycle, it could significantly impact the company's revenue and operations. However, the company has competitive strategies to maintain its existing customer base and attract new customers. The company has maintained good relationships with customers over time. In addition to selling products, the company provides one-stop services, from consulting on production, developing and formulating dietary supplement products to meet customer needs, designing products and packaging, providing marketing consulting, assisting in distribution channels, and ensuring quality production and control through the use of high-quality raw materials or extracts, obtaining various certifications to guarantee product quality and production, such as GMP standards from the FDA, GHPs/HACCP, and ISO 22000, and registering for a food additive number (FAN). The company has fully complied with the conditions, criteria, and legal requirements of dietary supplement products. Customer satisfaction with the company's products and services is regularly evaluated, which has earned the company consistent trust from its customers. Moreover, to mitigate the potential impact of declining product popularity or the product life cycle, customers themselves may adjust formulations or change the format of dietary supplement products to ensure continuous sales, such as adding new scents, flavors, and marketing activities to stimulate product sales.

Furthermore, the company has a policy of acquiring new customers by offering a variety of new product formulations that can quickly meet market trends and customer preferences. It has pricing policies that enable customers to compete in the market. Additionally, there is continuous innovation in the production of new products using highly concentrated raw materials or extracts from herbal plants obtained through the company's extraction process. The company also develops products under its own brand, which adds value to its dietary supplement products. This helps diversify the customer base and reduces over-reliance on any single customer.



## (2) Risk from Inability to Collect Accounts Receivables

At the end of 2021 - 2023, the company had trade debtors overdue by more than 3 months amounting to 112.33 million baht, 392.18 million baht, and 400.95 million baht, representing percentages of 33.78%, 85.02%, and 81.20% of the total trade debtors, respectively.

In 2022, the company established doubtful debts with one major customer amounting to 408.4 million baht. The company is currently in the process of tightening its credit with this customer. However, the company is aware of the risk of being unable to fully recover funds from debtors as scheduled, which may necessitate provisions for doubtful debts in accordance with accounting policies. Such provisions could potentially impact the company's net profit negatively. Consequently, the company has outlined operational guidelines for closely monitoring debt repayments from trade debtors and enforcing strict adherence to these guidelines. The accounting and finance department will initially pursue debtors, as well as prepare and summarize Accounts Receivable (AR) aging reports to inform the sales coordination team. This will aid in auditing and managing debt collection efforts to prevent and control defaults. Additionally, the company has established credit policies to determine appropriate credit limits for each debtor based on their repayment capabilities, aimed at controlling and reducing the risk of default. For unrecoverable debts, the company will consider provisions for doubtful debts as per the predefined policies. This assessment includes both quantitative aspects, such as aging of debts overdue by more than 12 months, and qualitative aspects, considering payment histories, trading activities, and financial statuses of individual customers.

## (3) Risk from Clients Switching Manufacturer

The company engages in the production of nutritional supplements according to the customers' requirements under their own brand labels. Customers take the products manufactured by the company's factory and distribute them through their own distribution channels. Customers typically place orders with the company intermittently or in large quantities but receive the products gradually at specified intervals, without a long-term purchase agreement. Consequently, the company faces the risk that customers may switch to other manufacturers. In the case of major customers, this could significantly impact the company's revenue and operations.

Aware of this risk, the company emphasizes maintaining good customer relations while expanding its customer base. It achieves this through excellent service that ensures customer satisfaction by offering high-quality products, pre-testing products before distribution, and providing competitive pricing that enables customers to compete in the market. As a result, the company gains trust from customers, securing continuous product manufacturing contracts. However, any future production of nutritional supplements ordered by customers must be notified to the Food and Drug Administration (FDA) under the same formula and brand. This ensures consistency in production and protects the company's trade secrets as external parties cannot access the production formulas.



Additionally, the company is planning to increase the development of its own branded nutritional supplement products. It will also distribute concentrated extracts produced from its own extraction plant to diversify its revenue sources. This strategy aims to balance the revenue distribution, reducing the risk of revenue concentration from manufacturing contracts.

#### (4) Risk from Competition in Dietary Supplement Business

The business of manufacturing dietary supplements has numerous operators, ranging from small to large companies, and faces intense competition. This is because consumers are increasingly concerned about health nowadays.

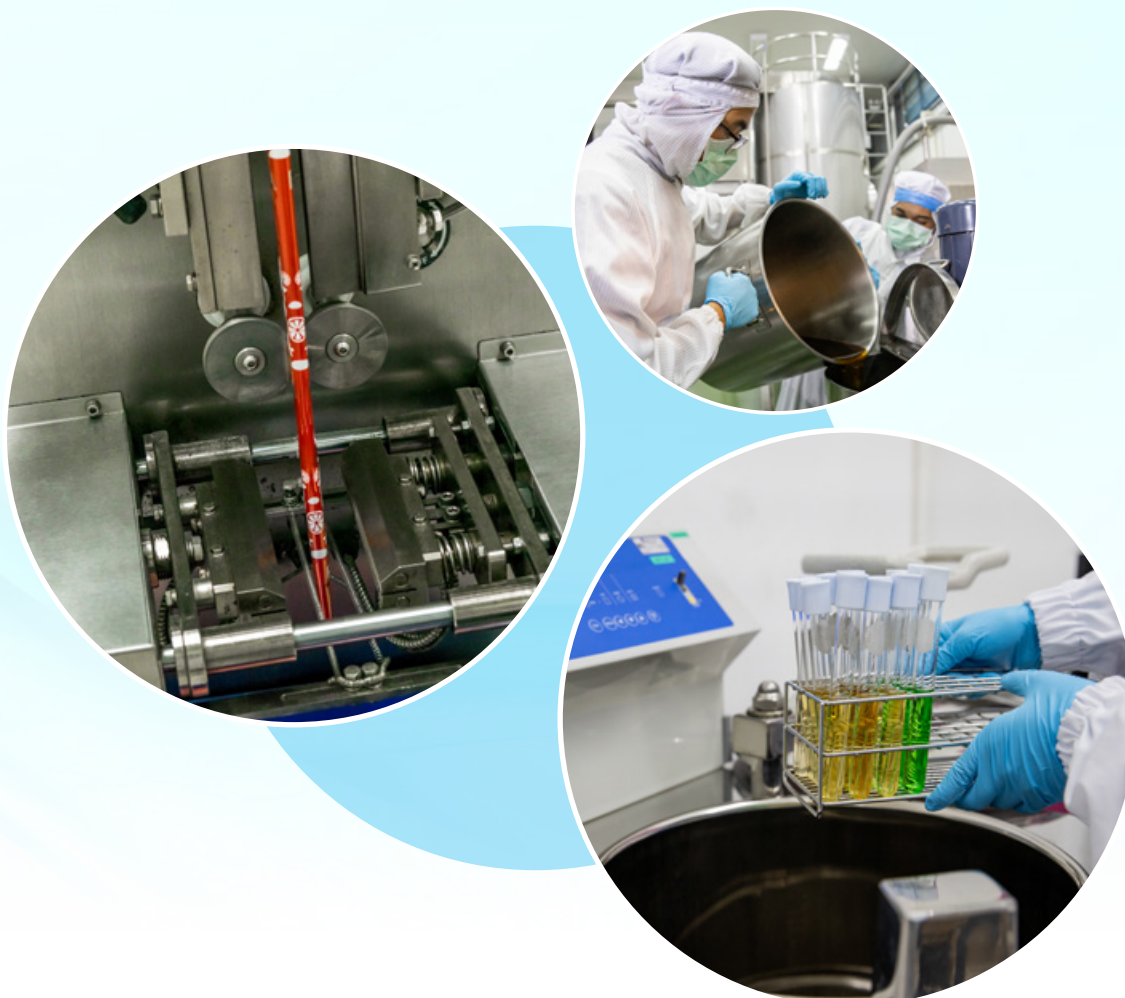
The dietary supplement industry has grown in tandem with the growing interest in health and the preference for consuming such products to boost immunity or nourish the body. This has led to continuous growth in the dietary supplement market over the years. New entrepreneurs, including manufacturers, distributors, importers, retailers, and celebrities, are entering this market due to its relatively low initial investment requirement. Consequently, the competition in the dietary supplement industry has intensified, with numerous similar products, similar characteristics, and a wide variety of brands available. Consumers have a plethora of choices, and both manufacturers and distributors must continually develop products to keep up with market trends and consumer behavior, which vary according to trends and attitudes toward different types of dietary supplements.

Companies are aware of these risks and have devised strategies to compete in various aspects. These strategies include diversifying product offerings to provide customers with more choices, continually developing product formats and new formulations, conducting continuous research on dietary supplements with in-house research and development teams, and collaborating with external experts or researchers. These efforts aim to introduce innovative product formulations and developments quickly to meet changing market demands efficiently. Additionally, companies prioritize providing efficient and systematic services to ensure customer satisfaction.



In terms of production, companies prioritize efficient, clean, and safe manufacturing processes. They utilize modern machinery in closed systems, often within clean rooms, to control air quality, temperature, and humidity effectively. This ensures product quality and builds trust among consumers. Moreover, these companies adhere to various manufacturing standards and certifications, such as Good Manufacturing Practice (GMP), Good Hygiene Practice (GHP), Hazard Analysis and Critical Control Point (HACCP), and ISO 22000 for food safety management. They also invest in extraction facilities to extract active ingredients from natural herbs used in dietary supplement and traditional medicine production, enhancing control over raw material quality, ensuring chemical-free substances, and maintaining high nutritional quality. These efforts help differentiate their dietary supplement products from others in the market.

Therefore, while the industry faces intense competition, entrepreneurs can enter the market relatively easily. However, the main competitors in the industry are mostly small-scale businesses that act as distributors or small-scale contract manufacturers. These are not direct competitors of similar size to established companies. The focus on quality manufacturing processes, quick product delivery, and sufficient production capacity makes it challenging for small-scale entrepreneurs to compete. With the various competitive strategies implemented by companies, they can gain a competitive edge and compete effectively in the dietary supplement market.



#### (5) Risk from Noncompliance with Laws and Regulations related to Dietary Supplement Business

Dietary supplements are products that fall under the laws, regulations, and standards of supervision by the Food and Drug Administration (FDA) of the Ministry of Public Health in various aspects. This includes controlling production to comply with manufacturing standards, where all dietary supplement products must obtain FDA approval before being distributed. Nutrients and other essential substances, as well as various formulations of dietary supplement products, must meet relevant requirements and have maximum allowable quantities as stipulated by law. Additionally, product labels and various advertisements must also be licensed before products can be sold, and they must display product labels according to FDA regulations to allow consumers to make informed decisions before purchasing. This control ensures that products are not advertised beyond their actual capabilities or claimed to have medicinal or therapeutic benefits. Moreover, in the manufacturing and distribution of dietary supplements, companies must obtain relevant licenses and certifications. These licenses and certifications must be periodically renewed or reassessed according to the specified timeframe by the relevant authorities.

Therefore, compliance with laws, regulations, standards, and various control measures that are relevant, both currently enforced and potentially changing in the future, is of utmost importance to a company's operations. Companies must constantly monitor to ensure that their operations align with the relevant regulations at all times. Sometimes, changes in regulations may result in increased costs or expenses for the company. Failure to comply with regulations or if a company's dietary supplement products contain ingredients that do not comply with FDA regulations, or if a company is unable to renew any licenses or certifications that affect production and business operations, may have significant negative impacts on product quality, reputation, business operations, or future business opportunities. Therefore, companies must prioritize compliance with laws, regulations, standards, and control measures related to their operations diligently. Companies typically have product development departments responsible for monitoring trends and changes in laws, regulations, standards, and control measures closely and reporting to management promptly. This ensures that the company can prepare to adapt efficiently to various changes and remain agile without hindering future business operations.

#### (6) Risk from Potential Damage occurring as a result of Unsafe Product

Due to the fact that the company's dietary supplement products are directly consumed and have a direct impact on the health of each individual consumer, the manufacturer must be cautious regarding the cleanliness, safety of manufacturing processes, production formulas, and the selection of ingredients, extracts, or components used in production. Certain types of dietary supplements may have limitations, and certain groups of consumers, such as children and pregnant women, should not consume them. Clear consumption warnings must be clearly indicated on the labels. However, if consumption of the dietary supplement products poses risks due to safety concerns or hazards to consumers, which can be proven to stem from deficiencies on the part of the manufacturing company, consumers may file complaints or lawsuits demanding compensation for damages incurred. Furthermore, the products may be suspended from further production and distribution, which could adversely affect the company's image, reputation, and operations.



Nevertheless, the company places great importance on the quality, cleanliness, and safety of its products. Quality control and quality assurance are implemented at every stage of production, from conceptualization and product testing to the selection of high-quality ingredients that meet production plans. Stringent measures are taken to inspect and control the quality of raw materials and manufacturing processes to ensure the production of safe, high-quality products that do not pose risks to consumers. Historically, the company has never received complaints regarding the safety of its products.

#### (7) Risk from Major Shareholder with Authority to Set Management Policies

At present, Puntanaprates family is the major shareholder of the company, holding 19.62% of the company's shares. With this shareholding proportion, they are not able to control over resolutions at shareholder meetings and can not influence policies and management decisions within the company.

In case of the major shareholder can control over resolutions of shareholder and influence the management in the future. However, the company is able to ensure transparency and maintain the aforementioned balance of power, the company has restructured its management framework with knowledgeable and capable personnel. Clear job scopes and delegated authorities have been defined for the board of directors and executives. Additionally, 3 independent external individuals have been appointed to join the company's board of directors, out of a total of 6 members. Among them, the 3 independent directors serve as audit committee members of the company, responsible for auditing, decision-making balance, and prior consideration and approval of various matters before presentation to the shareholders' meeting. Furthermore, the company has implemented measures for transactions with related parties, limiting the voting rights of involved parties. Additionally, the company has established an internal audit unit by hiring experienced external firms to independently operate and report directly to the audit committee. Their primary responsibility is to oversee the internal control systems to ensure compliance with established regulations. This is aimed at instilling confidence in shareholders regarding transparency and power balance in the company's management. Moreover, upon the company's registration in the stock market, it must disclose information and adhere to the criteria and regulations of the SEC and the stock market. This includes interconnected transactions and acquisitions and disposals of the company's assets, all aimed at maximizing benefits for the company and all shareholders.

#### (8) Investment Risk for Shareholders and Risk from Fluctuation of company's Stock Price

The price of a company's common stock may fluctuate as a result of numerous factors, some of which are beyond the control of the Company such as changes in economic and social conditions in related industries, fluctuation of the stock market, a difference in operating performance from expectations of investors and analysts, and changes in profits and share price of other listed companies with similar businesses. Other factors, including changes in legislation and industrial changes, could also impact the company's operating performance and fluctuate its share price. Subsequently, investors may not generate returns as expected and may lose some or all investment money.



### 3. Business Sustainability Development

Throughout its more than 10 years of operation, the business activities of DOD Biotech Public Company Limited (“the Company”) have not only sought profits but also considered giving back to society. The Company operates under ethical principles and good corporate governance, firmly believing in being a socially and environmentally responsible organization. This commitment is evident in both business operations and various activities aimed at contributing to the continuous improvement of society and communities. The Company also fosters volunteerism among its employees, providing opportunities for them to gain firsthand experience by participating in various social activities. Employees are recognized as vital drivers of the Company’s social engagement activities, continuously propelling forward progress.

#### 3.1 Sustainability Management Policy and Objectives

The board of directors is aware of conducting business for sustainability and believes that ethical business conduct can lead the business towards sustainability. With consideration for Environmental, Social, and Governance (ESG) responsibilities, which involve conducting business in compliance with regulations, standards, and relevant laws, the sustainability management policy in all three aspects is outlined as follows:



#### Environmental Aspect :

Conducting business in an environmentally friendly manner by using resources efficiently, managing energy, waste, and pollutants, as well as managing greenhouse gases.



#### Social Aspect :

Operating the business with social responsibility, considering human rights, protecting labor rights, providing suitable working environments, ensuring occupational health and safety, promoting continuous skill development, and taking responsibility for customers by delivering quality products on time. Managing partnerships transparently and fairly, contributing to community and social development by enhancing community and social capabilities for engagement.

#### Corporate Governance Aspect :

Operating the business based on good governance principles, corporate ethics, and not supporting any form of corruption, directly or indirectly. Effectively managing risks and having a good internal control system. Managing and enhancing the resilience of the supply chain, as well as conducting research and product development to create sustainable value for the organization.

# Framework for Sustainable Operations:



## ENVIRONMENTAL : E

- Energy Management
- Waste Management, Waste, and Pollution Management
- Greenhouse Gas Management

## SOCIAL : S

- Respect for Human Rights
- Fair Treatment of Employees
- Human Resources Management
- Occupational Health and Safety, and Environmental Conditions in the Workplace
- Customer Responsibility
- Supplier Management
- Community/Social Responsibility

## GOVERNANCE : G

- Good corporate governance
- Anti-corruption measures
- Risk management and internal controls
- Supply chain management
- Research and development of products within the organization
- Cybersecurity management
- Personal data protection act

### The objective of sustainable management

To support organizational sustainability strategies, ensuring long-term sustainable development goals are met. This includes upholding core responsibilities towards the environment, society, and corporate governance (ESG).

### 3.2 Managing the Impacts on Stakeholders in the Value Chain

The company is aware of conducting business efficiently throughout the entire process, while also aiming to minimize social and environmental impacts. It focuses on researching and developing high-quality products and services to satisfy stakeholders. Additionally, the company surveys the expectations of stakeholders who play a role in its operations, including employees, customers, partners, competitors, communities, and society. It responds appropriately to meet these expectations.

### 3.2.1 Value Chain Concerns of the Business

The nature of the value chain illustrates the significant relationships of stakeholders involved in business activities from inception to completion.

The company's ability to consistently produce high-quality products in large quantities and with diversity for customers stems from its systematic management processes. These processes create and transfer value from one unit to another, aiming to maximize the value of products and services delivered to consumers. The value chain is a crucial strategic focus for the company, emphasizing its dedication and attention to every step for sustainable success.

#### Marketing & Sales

- Market Research: Conducting market trend analysis and consumer behavior studies related to dietary supplements.
- Customer Needs Assessment: Always being attentive and understanding to every customer's needs, paying attention to detail to ensure maximum customer satisfaction.

#### Research & Product Development

- Continuous Research: Studying and exploring new extract materials and developing new product formulations to adapt to future market changes.
- Product Development: Integrating customer needs into product development, merging creativity and innovation to create customer-oriented products.

#### Raw Materials Purchasing

- Sourcing Raw Materials: Working closely with suppliers to find high-quality raw materials according to their specifications, ensuring optimal production completeness.
- Supplier Selection: Choosing suppliers capable of verifying the sources and components of raw materials according to relevant requirements.

#### Production

- Systematic Production: Adhering to international standards by blending manual and automation systems to maximize product suitability while prioritizing product quality.
- Quality Control: Ensuring product and production process quality complies with legal regulations and international management standards for environment, safety, and consumer protection, certified by GMP Thai FDA, GHPs/HACCP, ISO14001:2015, ISO22000:2018, ISO17025:2017, and HALAL.



### 3.2.2 Analysis of Stakeholders in the Business Value Chain

The interconnectedness of relationships with stakeholders within the context of social responsibility and sustainability is crucial for understanding and ensuring long-term accountability to society.

Stakeholders	Engagement Channels	Expectations and Key Issues	Response
<b>Shareholders and Investors</b>	<ul style="list-style-type: none"> <li>- Annual shareholders meeting</li> <li>- Investor relations</li> <li>- Website / Email</li> <li>- Annual report</li> <li>- Site visits</li> <li>- Complaints through the complaints handling and notification channels</li> </ul>	<ul style="list-style-type: none"> <li>- Appropriate returns on investment</li> <li>- Good corporate governance practices</li> <li>- Accurate, complete, and timely disclosure of company information</li> <li>- Efficient risk management</li> </ul>	<ul style="list-style-type: none"> <li>- Treat shareholders and investors with ethical responsibility.</li> <li>- Ensure transparent and trustworthy disclosure of information.</li> <li>- Uphold the rights of shareholders in accordance with good corporate governance practices.</li> </ul>
<b>Customer</b>	<ul style="list-style-type: none"> <li>- Conduct customer satisfaction surveys.</li> <li>- Utilize website, email, and social media platforms.</li> <li>- Engage in subgroup discussions.</li> <li>- Provide opportunities for customer site visits.</li> <li>- Offer specialized knowledge by experts and company teams.</li> <li>- Meet with customers to listen to feedback and suggestions.</li> <li>- Handle complaints through designated channels for complaint submission and feedback.</li> </ul>	<ul style="list-style-type: none"> <li>- Deliver products and services that meet quality standards and specifications.</li> <li>- Transfer knowledge and technology through company product offerings.</li> <li>- Provide a diverse range of products.</li> <li>- Maintain customer data confidentiality.</li> </ul>	<ul style="list-style-type: none"> <li>- Promote customer awareness and involvement in ensuring the quality and safety of products and services.</li> <li>- Conduct comprehensive customer satisfaction assessments across all areas to inform continuous improvement efforts and enhance service quality.</li> <li>- Provide customer service with a sense of responsibility in accordance with ethical principles and business morality.</li> <li>- Maintain and safeguard customer data.</li> </ul>
<b>Partners and creditors</b>	<ul style="list-style-type: none"> <li>- Subgroup discussions</li> <li>- Joint meetings</li> <li>- Meeting with partners to listen to suggestions and feedback</li> <li>- Complaints through the designated channels and notification of grievances</li> </ul>	<ul style="list-style-type: none"> <li>- Reasonable pricing with verified benchmarking.</li> <li>- Timely debt payments as stipulated.</li> <li>- Fair and impartial practices in hiring and bidding for projects.</li> <li>- Exchange of knowledge and experiences.</li> </ul>	<ul style="list-style-type: none"> <li>- Treat all partners and creditors equitably and ethically, adhering strictly to agreements and business ethics.</li> <li>- Ensure clear communication with partners to understand procurement and contracting regulations, as well as selection and evaluation processes, through regular monitoring, verification, and reporting to stakeholders.</li> </ul>

Stakeholders	Engagement Channels	Expectations and Key Issues	Response
<b>Business Competitors</b>	<ul style="list-style-type: none"> <li>- Monitor and gather information from media and public platforms.</li> </ul>	<ul style="list-style-type: none"> <li>- Conduct business transparently and ethically, adhering to competition laws and regulations.</li> <li>- Compete fairly and within legal boundaries.</li> </ul>	<ul style="list-style-type: none"> <li>- Implement controls to prevent any unlawful acquisition or use of competitors' confidential information.</li> <li>- Engage with competitors with understanding and cooperation</li> </ul>
<b>Employees</b>	<ul style="list-style-type: none"> <li>- Conducting employee feedback surveys</li> <li>- Providing training and development opportunities for employees</li> <li>- Performance evaluations</li> <li>- Employee engagement activities, including social activities</li> <li>- Handling complaints through established channels for grievance resolution and feedback dissemination</li> </ul>	<ul style="list-style-type: none"> <li>- Fair compensation and benefits beyond legal requirements</li> <li>- Career stability and advancement opportunities</li> <li>- Continuous learning and skill development in the workplace</li> <li>- Occupational safety and health</li> <li>- Participation in the development of systems, products, and services</li> <li>- Engagement in community service activities</li> </ul>	<ul style="list-style-type: none"> <li>- Establishing ethical principles and values for conducting business to be adhered to by employees in their work practices.</li> <li>- Providing fair and suitable compensation and benefits.</li> <li>- Implementing standardized safety control systems and equipment, and ensuring workplaces are conducive to efficiency and productivity, with a focus on safety and health.</li> <li>- Respecting the rights of employees as defined by law.</li> <li>- Providing training for continuous professional development.</li> </ul>
<b>Community / Society</b>	<ul style="list-style-type: none"> <li>- Surveying/Assessing needs and satisfaction</li> <li>- Regular community meetings</li> <li>- Organizing meetings to listen to feedback and suggestions</li> <li>- Collaborating with the community to organize projects and activities to enhance quality of life</li> <li>- Arranging educational field trips and promoting community involvement in societal development</li> <li>- Reporting information, news, and activities</li> <li>- Monitoring information and reports from the mass media</li> <li>- Handling complaints through complaint channels and notifications</li> </ul>	<ul style="list-style-type: none"> <li>- Creating and promoting livelihoods and supporting community well-being</li> <li>- Collaborating in community and societal development</li> <li>- Considering the impact on communities and society</li> <li>- Being an organization accountable to local, national, and global communities, promoting and conserving local cultures</li> <li>- Transparently disclosing operational information based on facts</li> </ul>	<ul style="list-style-type: none"> <li>- Enforcing security and occupational health policies rigorously</li> <li>- Supporting missions for the benefit of the public, communities, and society as a whole</li> <li>- Participating in community and societal public service activities</li> </ul>





## 3.3 Environmental Sustainability Management

### 3.3.1 Environmental Policy and Practices

The company is aware of its responsibility, considering the environmental impacts affecting employees, communities, and stakeholders. Therefore, it has established policies to control and mitigate environmental impacts on natural resources, energy, and society. This ensures that all managers, employees, and stakeholders participate and adhere to the following practices:

1. Promoting and supporting environmental awareness among all personnel in the organization, emphasizing their duty to protect, conserve, and reduce environmental impacts on all stakeholders and communities.
2. Promoting and supporting compliance with laws, standards, and regulations related to the environment diligently.
3. Managing, operating, controlling, monitoring, improving, reviewing, and developing relevant areas for environmental conservation regularly and consistently.
4. Promoting and advocating for the efficient use of resources and energy within the organization to maximize benefits for sustainable business, society, and the environment.
5. Supporting various resources to promote awareness and instill a sense of responsibility for environmental protection within the organization and among stakeholders.

Although the Company's business operations may not directly impact the environment, it does not overlook these concerns, which are sensitive issues in society. Therefore, it places importance on environmental protection and energy conservation throughout its operations.

### 3.3.2 Environmental Performance Results

#### Energy Management

Our company efficiently manages energy resources, including the Intelligent Tumbler Dryer system. In the year 2023, we undertook the following improvements:

- Upgrading the Intelligent Tumbler Dryer system to increase production efficiency and reduce energy wastage by 103,345.92 kilowatt-hours.
- Installation of a Solar Cell system to reduce electricity expenses within the organization, resulting in a reduction of 610,970.46 kilowatt-hours.

These initiatives led to a cost reduction in electricity usage amounting to 3,439,971.84 Baht compared to the year 2022.

#### Waste Management and Pollution Control

Our company acknowledges the challenges posed by waste and understands that improper waste disposal processes can lead to environmental pollution, affecting both wildlife and human health in the long term. Therefore, we actively promote awareness among our employees regarding responsible waste disposal. We strive to cultivate a thorough understanding of waste management practices, emphasizing the importance of proper disposal methods to mitigate environmental impact.

### Waste Management and Disposal in 2023

#### Recycle waste



Plastic  
6,620 kilograms



Cardboard  
3,599 kilograms

#### Waste Disposal



Infectious Waste  
36,265 kilograms



Industrial Waste  
540 kilograms



Hazardous Waste  
1,477 kilograms



# Management to Reduce Greenhouse Gas Issues

The company prioritizes management efforts to mitigate greenhouse gas emissions. It has identified that the activities contributing most to greenhouse gas emissions are electricity usage in production processes, air conditioning in factories and offices, and fuel consumption from organizational vehicles. Therefore, the company has implemented measures to reduce electricity consumption from the city grid by installing solar power systems, upgrading air conditioning systems, and installing energy-saving equipment.

## 3.4 Social Sustainability Management

The company establishes policies and practices regarding human rights, including those related to the treatment of employees, customers, society, and the company itself. Additionally, the company continues to develop the potential of its employees to align with changes in the business, while ensuring a high quality of life for its employees.

### 3.4.1 Social Policy and Practices

#### 1. Respect for Human Rights:

the company is committed to conducting business with integrity, adhering firmly to social responsibility and the interests of all stakeholders according to the principles of corporate governance and ethics. It will comply with laws rigorously to ensure that its business operations are free from human rights violations. The following are the established practices concerning human rights:

- 1) The company will treat employees and partners throughout the supply chain with utmost respect for human rights, including the respect for freedom and without discrimination based on race, nationality, skin color, religion, gender, disability, social or economic status, culture, marital status, and other characteristics.
- 2) It is dedicated to maintaining a fair and exemplary working environment in business operations and other areas, aligned with human rights principles, such as the prohibition of child labor and forced labor.
- 3) Employment practices will ensure fairness, providing every employee with opportunities for career advancement and equal benefits from the company.
- 4) Training on human rights will be provided to management and staff to understand basic human rights and freedoms, helping to mitigate the risks of human rights violations in business operations.
- 5) Employees are encouraged to provide suggestions, opinions, or complaints to the company through established channels, and protection will be given to employees who report misconduct with integrity.
- 6) The company will not support or promote suppliers of raw materials involved in human rights violations in the sourcing of its materials.

## 2. Fair Treatment of Workers

In order to ensure that products manufactured by DOD Biotech Public Company Limited, originate from labor that is legally respected in terms of human rights, employees must be physically and mentally prepared to work happily, resulting in efficient work. Therefore, the company will treat employees fairly and equally, without discrimination in hiring, compensation, promotion, training, and development, without distinguishing gender, age, education, ethnicity, and religion. Additionally, the company supports the employment of disadvantaged groups, such as persons with disabilities, to create opportunities, careers, and stable incomes, contributing to sustainable development goals locally and globally. The following are the practices in place:

- 1) Child Labor: The company will not hire or support the hiring of child labor, or employ individuals under the legal age limit.
- 2) Women's Labor: The company ensures gender equality, providing equal opportunities and advancement in careers. Additionally, measures are taken to prevent harassment, abuse, and support the safety and working environment of pregnant female employees.
- 3) Forced Labor: The company will not engage in or support forced labor.
- 4) Health and Safety: The company provides a safe working environment and ensures the health of its employees.
- 5) Freedom of Association and Collective Bargaining Rights: The company respects employees' rights to form associations or join labor unions and respects their collective bargaining rights.
- 6) Non-Discrimination: The company will not engage in or support any form of discrimination in hiring, compensation, overtime work, training, promotion, termination, or retirement based on race, nationality, ethnicity, religion, disability, gender, sexual orientation, union membership, political affiliation, marital status, pregnancy status, physical appearance, HIV status, age, or other fundamental characteristics.
- 7) Disciplinary Measures: The company will not engage in or support the use of physical or psychological punishment or coercion.
- 8) Working Hours and Overtime: The company sets working hours in accordance with the law and relevant industry standards.
- 9) Compensation: The company must pay employees at least the minimum wage rate as required by law or the minimum industry standards.

These practices are aligned with the company's commitment to sustainable development goals locally and globally.



### 3. Human Resource Management

The company recognizes the importance of its personnel, considering them a critical factor in measuring business success. Therefore, efforts are made to develop knowledge, skills, and expertise to enhance job proficiency alongside creating a motivating work environment and providing good living conditions for employees. These factors contribute to fostering potential in work performance and overall quality of life. The company has laid a foundation for sustainable growth in line with the vision set forth, based on employee participation to ensure that the organization has employees who demonstrate behavior supportive of the organization's goals. This involves instilling the organization's core values, or true essence, which include:

- 1) Human Resource Management aligned with the company's vision, mission, and organizational policies.
- 2) Personnel management adhering to labor standards, core organizational values, and relevant laws.
- 3) Establishment of systematic recruitment and selection processes, facilitating the hiring of qualified individuals.
- 4) Planning of workforce allocation to ensure balance with job responsibilities, avoiding overstaffing or understaffing.
- 5) Implementation of measures to retain employees for long-term commitment to the organization.
- 6) Provision of appropriate benefits and incentives to enhance motivation and job performance.
- 7) Implementation of performance evaluation systems to fairly adjust salary rates and promotions.
- 8) Establishment of salary structure and periodic wage surveys to align compensation with current economic and social conditions.
- 9) Training and development programs to enhance employee skills, efficiency, and readiness for future responsibilities.
- 10) Conducting labor relations activities to foster a positive relationship between the company and its employees.
- 11) Efficient internal communication at all levels of the organization.
- 12) Ensuring workplace safety, occupational health, risk reduction, accident prevention, and minimizing work-related accidents.



#### 4. Occupational Health, Safety, and Environmental Care in the Workplace

The company considers all employees to be the vital cornerstone of its operations, valuing them as invaluable assets. Recognizing that managing safety, occupational health, and environmental conditions in the workplace is integral to the company's business, it is deemed a critical responsibility to ensure the well-being and safety of employees alongside production and product quality. This commitment underscores the company's dedication to prioritizing accountability and continuous improvement in safety, health, and environmental management practices. The company pledges to adhere to the following principles:

- 1) The company adheres strictly to regulations, directives, announcements, orders, and standards regarding safety, occupational health, and environmental conditions in the workplace, as stipulated by government authorities.
- 2) The company consistently supports and promotes safety, occupational health, and environmental aspects in the workplace by providing continuous training, knowledge reinforcement, and drills, as well as organizing various activities to instill a continuous safety consciousness among employees and ensuring constant preparedness.
- 3) The company prepares and provides quality personal protective equipment tailored to the nature of work and job requirements for employees.
- 4) The company conducts regular inspections and rigorous enforcement to ensure that employees comply with company safety regulations, including diligent monitoring and enforcement of the use of personal protective equipment as prescribed.
- 5) The company elevates and develops the internal environment within the company, maintaining cleanliness throughout company premises to ensure safety and a conducive environment conducive to the well-being and good health of employees, thereby enhancing overall work quality and employee well-being.

At all levels of the company's management, there is a commitment to serve as examples in the development and maintenance of quality management systems, occupational health and safety, and environmental management. This includes supporting sufficient resources so that all employees can participate in implementing policies. Additionally, it involves communicating the results of quality, occupational health and safety, and environmental management practices comprehensively to relevant stakeholders.

## **5. Responsibility towards customers:**

The company conducts its business with integrity and a commitment to customer responsibility in every aspect. We prioritize providing customers with high-quality products and services, firmly believing in meeting their needs with the utmost fairness. Our dedicated team ensures the production of internationally standardized quality dietary supplements, meticulously controlling quality at every stage to deliver products punctually. We are dedicated to ensuring maximum customer satisfaction by continuously developing products that meet and exceed customer expectations, utilizing resources, time, personnel, capital, materials, machinery, equipment, technological data, and efficient methods. We uphold the highest standards of occupational health, safety, and environmental responsibility, maintaining mechanisms and customer service systems for rapid response to customer inquiries and complaints. We are an organization that sets standards for the production of dietary supplements with a commitment to environmental and social responsibility, guided by ethics concerning customer responsibility as follows:

- 1) Meeting customer/consumer needs with high-quality products and excellent services.
- 2) Providing complete and accurate information about products and services to customers, without distortion of facts.
- 3) Guaranteeing products and services under appropriate terms.
- 4) Not delivering products or services to customers knowing that they are defective, damaged, or may pose a risk to customers, and not delivering products or services below standards to customers.
- 5) Establishing mechanisms and customer service systems that allow customers to conveniently voice complaints about products and services and responding promptly to ensure the highest level of customer satisfaction.
- 6) Striving to minimize production costs while maintaining the quality of products and services to standard.
- 7) Continuously seeking ways to increase benefits for customers without interruption.
- 8) In cases where it is impossible to fulfill any agreement with customers, promptly informing customers in advance to jointly consider solutions to problems and prevent losses.

## **6. Management of Business Partners**

The company procures goods and services in accordance with established procedures, conducting transactions fairly, reasonably, transparently, and verifiably, with no conflicts of interest. It treats business partners consistently, competing fairly and transparently. The guidelines for these practices include:

- 1) Adhering to agreements with business partners; in cases where compliance is not possible, promptly negotiating with partners in advance to find mutually agreeable solutions and prevent any losses.
- 2) Providing accurate and complete financial information in accordance with reality.
- 3) Not soliciting, accepting, or providing any benefits that are not fair to business partners. If there is information about the provision of unfair benefits, engaging in fair and prompt discussions with partners to address and resolve issues.

## 7. Responsibility towards the Community and Society

The company conducts its business with a sense of responsibility towards the community and society, prioritizing support for community and social activities and maintaining continuous care for the environment. It fosters a collaborative spirit with relevant stakeholders, aiming to build and nurture positive relationships based on mutual acceptance and trust. The company considers the potential impact on stakeholders and society, including shareholders, employees, local communities, customers, business partners, governmental agencies, and the nation as a whole. Moreover, the company seeks to instill a culture of responsibility and accountability among employees. The following are the guiding principles:

- 1) Conduct business according to ethical principles and with a sense of social responsibility.
- 2) Respect the rights and treat all stakeholders fairly.
- 3) Support activities for public welfare, social causes, and environmental conservation, while also promoting public or private organizations that contribute to the betterment of society and the environment.
- 4) Encourage and involve employees at all levels to participate in company activities and initiatives with a sense of social responsibility. Additionally, promote and support employee participation in volunteer work and community service activities.



### 3.4.2 Social Performance Results

#### 1. Respect for Human Rights

The company demonstrates a commitment to and adherence to both domestic laws and international standards regarding human rights. Consequently, in the year 2023, the company received no complaints regarding violations of human rights.

#### 2. Fair Treatment of Employees

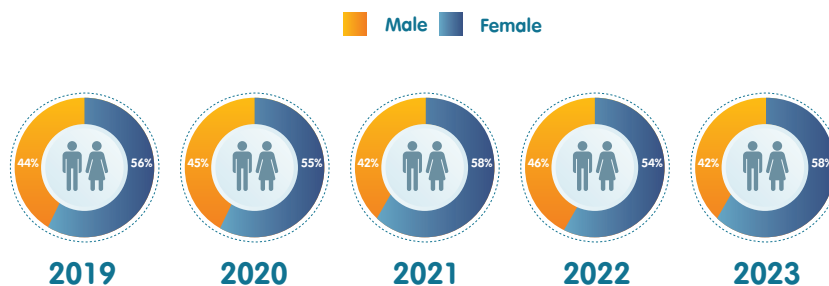
The company practices fair treatment towards its employees, ensuring equity in employment, compensation, and benefits, as well as access to training, promotion opportunities, and quality of life. In the year 2023, the company executed significant operations as follows:

- 2.1. Establishment of a welfare committee comprised of elected employee representatives to oversee and provide recommendations mutually.
- 2.2. Implementation of fair selection criteria for employment, focusing on the competence and experience of applicants. In 2023, the company hired 118 new employees without receiving any complaints regarding the hiring process.
- 2.3. Implementation of disciplinary measures in accordance with the law and international labor standards, including avenues for grievance redressal. In 2023, there were no complaints regarding labor issues, whether direct grievances or complaints filed through dispute resolution processes.

#### Non - discrimination in Gender in Employee Recruitment :

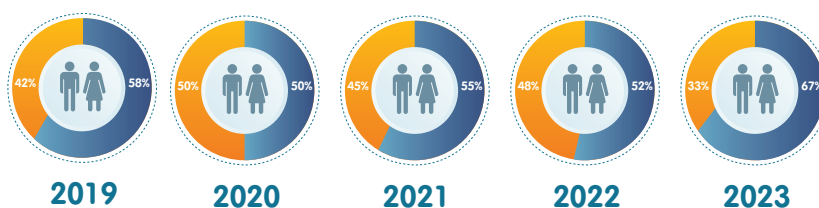
##### Male Female Employee Ratio, 2019 - 2023

(Compared to the total number of Employees)



#### The proportion of male and female executives, 2019 - 2023

(Compared to the total number of executives)



Labour Data

From the labor data, it is evident that there are more female employees than male employees, and there are more female executives than male executives. However, considering the total number of male and female employees and male and female executives, the proportions do not differ significantly, except that there are more female executives than male executives. Additionally, there is a higher rate of employment for persons with disabilities than the legally required rate. Currently, there are 6 persons with disabilities employed compared to the total number of employees at a ratio of 85:1 (85 regular employees to 1 person with disabilities).

### **3. Human Resource Management**

The company always recognizes that every employee is a valuable resource. Therefore, the company aims to retain them within the organization for a long time, focusing on improving their quality of life and commitment to the organization. At the same time, these employees must have efficient work skills to compete in an increasingly competitive globalized era. In 2023, the company conducted human resource management as follows:

#### **3.1 Employee Development**

The company conducted training for employees in 49 courses, with a total of 540 employee participating, representing 100% of the total workforce (including employees who joined or left during the training year).

#### **3.2 Quality of Life Enhancement**

The company also provides benefits beyond legal requirements, such as free meals, accommodation facilities, employee transportation, retirement savings plans, and more.

#### **3.3 Building Organizational Commitment**

Throughout the year 2023, the company organized a ceremony to offer robes to monks at Pa Charoen Than Temple, Udon Thani Province, on March 26, 2023, to strengthen the bond between the company and its employees, as well as among the employees themselves.

### **4. Occupational Safety, Health, and Environmental Care**

The company prioritizes business operations alongside workplace safety, aiming to ensure that all employees work in a safe environment and maintain good physical and mental health. In 2023, the company conducted various activities related to occupational safety, health, and environmental care, including:

#### **4.1 The establishment of the Occupational Health, Safety, and Environment Committee consists of representatives from both the employer and employee sides of the company to facilitate the smooth operation of safety-related tasks.**

The committee's operations have consistently complied with legal requirements, fostering collaboration between employers and employees in managing occupational safety, health, and environmental aspects in the workplace. Monthly meetings have been held to identify and address safety issues and to monitor the progress of various initiatives aimed at continuous improvement in occupational safety, health, and environmental conditions.



#### 4.2 Safety Patrol Activities

Regular safety patrols are conducted to inspect workplace safety and review reports of unsafe working conditions on a monthly basis in each area. The findings from these inspections are used to implement improvements and corrections to enhance safety measures.

#### 4.3 Health Checkups and Risk Factor Assessments for All Employees

Regular health checkups and assessments for risk factors are conducted for all employees to monitor potential health issues that may arise from work-related activities. This initiative serves as both preventive measures and encouragement for employees. Health checkups are scheduled annually for all employees.

#### 4.4 Safety Talk Sessions

Safety talk sessions are organized to raise awareness among employees about hidden dangers in the work environment and to foster a positive safety mindset. These sessions aim to instill safety consciousness as a habit among employees and to cultivate a safety culture within the organization. The Safety Talk sessions are led by the Safety Committee, together with department heads or supervisors of respective units.

#### 4.5 Basic First Aid Training

Basic first aid training is essential for all employees in the organization to be prepared for various emergency situations. The company prioritizes readiness among its employees, thus organizing basic first aid training sessions.



#### 4.6 COVID-19 Disinfection Spraying within the Company

Due to the increasing spread of the COVID-19 virus, the company is mindful of the need for preventive measures. Therefore, disinfection spraying to combat the COVID-19 virus is conducted within the company premises.



#### 4.7 Fire Prevention Training and Annual Fire Evacuation Drills

Industrial accidents are considered serious hazards that every industrial factory, workplace, and building should prioritize. When industrial accidents occur, they often result in significant damages. Recognizing this importance, the company has organized this activity to increase knowledge and understanding of basic firefighting practices and important fire evacuation drills. This is essential for preparing and preventing dangers from fire incidents in the workplace, aiming to maintain safety and control situations in case of emergencies. Training in firefighting and fire evacuation helps employees become familiar with the use of firefighting equipment and basic techniques for safely evacuating from hazardous areas in emergencies. Such training and drills are crucial parts of risk management and accident prevention in the workplace, enabling employees to effectively and safely respond to emergency situations. Additionally, these training activities serve as evaluations and opportunities to enhance knowledge and understanding of standards and procedures for firefighting and fire evacuation within the organization.



#### 4.8 Chemical Management Training and Emergency Response Drills for Chemical Leakage Incidents Annual Activity

Training on chemical management and conducting emergency response drills for chemical leakage incidents is conducted annually to ensure preparedness and enhance safety measures within the company. This activity aims to provide employees with the necessary knowledge and skills to effectively manage chemicals and respond promptly to emergencies. The key components of this annual activity include:

1. **Accident Prevention:** Training on chemical control and compliance with safety measures reduces the chances of accidents, especially those resulting from explosions or hazardous chemical releases.
2. **Legal Compliance:** Following laws and standards related to chemical storage and use reduces the risk of legal action and ensures continuous improvement in compliance.
3. **Increased Knowledge and Understanding:** Training increases knowledge and understanding of handling hazardous chemicals, including the use of firefighting equipment and emergency notifications related to chemicals.
4. **Emergency Preparedness:** Emergency response drills related to chemical incidents prepare employees to effectively and confidently handle emergency situations, increasing efficiency and confidence.
5. **Safety Culture Enhancement:** Training and emergency response drills help cultivate a safety culture in the workplace, crucial for creating a safe environment and supporting efficient work practices within the organization.

By conducting training on chemical management and emergency response drills, it confirms that employees are prepared to handle emergencies related to chemicals at all times.



#### 4.9 Safety Data

The company prioritizes accident prevention in the workplace to ensure safety for all employees and that everyone returns home safely. In the year 2023, work-related accidents decreased significantly, with only 4 incidents remaining. The company conducted investigations to determine the causes and implemented corrective measures to prevent reoccurrences in the future. The highest record of days without accidents resulting in work stoppage was 180 days. The company believes that workplace safety and correct work practices are the responsibility of all employees and supervisors at every level, who are required to adhere to and take responsibility for safety measures.

### 5 Customer Responsibility

The company continuously develops products and services to meet customer satisfaction, emphasizing responsibility, honesty, and ethics. In 2023, there were no legal complaints from customers regarding the quality of the company's products and services.

### 6 Supplier Management

The company procures goods and services in accordance with established procedures, ensuring fairness, transparency, and non-conflicting interests. It conducts fair competition with suppliers and maintains transparency in transactions. In 2023, there were no complaints from suppliers regarding lack of transparency in procurement.

### 7 Responsibility to the Community and Society

The company conducts its business with a sense of responsibility towards the community and society, emphasizing the reduction of environmental impacts and avoiding operations that may negatively affect the quality of life in surrounding communities. In 2023, there were no complaints from the community regarding social or environmental issues.

Furthermore, the company also contributes to improving the quality of life and promoting community involvement. In 2023, the company engaged in activities with the community and society, including:

No.	Organization	Activity	Amount (Baht)
1.	Food and Drug Administration Foundation	Charity Golf Tournament	50,000
2.	National Defence College	Charity Golf Tournament	50,000
3.	Support the Thunhoon's newspaper's section to benefit the Siriraj Hospital Foundation under the Royal Patronage	The 20 <sup>th</sup> anniversary event	10,000
4.	Po Thong Temple	Donation for charity	8,000
5.	Pa Non Khomin Piphatthiphararam Temple	Charity Fundraising	100,000

Additionally, further details about sustainability initiatives can be found in the “Sustainability Report,” which is publicly available on the company’s website at [www.dodbiotech.com](http://www.dodbiotech.com) under the “Sustainability” section.



## 4. Management Discussion and Analysis (: MD&A)

DOD Biotech Public Company Limited and its subsidiaries (“Company”) would like to notify the operating result stated in consolidated financial statements for the year of 2023 compared with the same period of 2022.

For the operating result of the year ended December 31, 2023 compared with the same period of 2022, the Company had the Revenue from Sale of THB 678.15 Million, which was increase by THB 140.99 Million or 26.25% and operating profit (loss) of THB 14.91 Million, which was increase by THB 37.47 Million or 166.09% together with the profit (loss) from continued operation THB 20.82 Million, which was increase by THB 365.94 Million or 106.03%. When it was adjusted for other items, as a result the profit (loss) attributable to Equity holders of the parent company by THB 7.18 Million, which was increase by THB 405.52 Million, compared with the same period of last year.

For the year ended 31 December 2023

Unit : Million THB

List	2023		2022		Increase/(Decrease)	
Revenues from Sale	678.15	100.00%	537.16	100.00%	140.99	26.25%
Cost of Sales	415.21	61.23%	396.66	73.84%	18.55	4.68%
<b>Gross Profit</b>	<b>262.94</b>	<b>38.77%</b>	<b>140.50</b>	<b>26.16%</b>	<b>122.44</b>	<b>87.15%</b>
Selling and Distribution Expenses	84.07	12.40%	16.86	3.14%	67.21	398.64%
Administrative Expenses	163.96	24.18%	146.20	27.22%	17.76	12.15%
<b>Operating Profit (loss)</b>	<b>14.91</b>	<b>2.20%</b>	<b>(22.56)</b>	<b>(4.20%)</b>	<b>37.47</b>	<b>166.09%</b>
Other Revenues	31.94	4.71%	11.17	2.08%	20.77	185.94%
Finance Income	0.26	0.04%	0.11	0.02%	0.15	136.36%
Finance Cost	8.27	1.22%	7.09	1.32%	1.18	16.64%
Other expenses	(10.04)	(1.48%)	405.86	75.56%	(415.90)	(102.47%)
<b>Profit (loss) before income tax expenses</b>	<b>48.88</b>	<b>7.21%</b>	<b>(424.23)</b>	<b>(78.98%)</b>	<b>473.11</b>	<b>111.52%</b>
Income tax income (expenses)	(28.06)	(4.14%)	79.11	14.73%	107.17	135.47%
<b>Profit (Loss) for the year from continued operation</b>	<b>20.82</b>	<b>3.07%</b>	<b>(345.12)</b>	<b>(64.25%)</b>	<b>365.94</b>	<b>106.03%</b>
Loss for the period from discontinued	(14.45)	(2.13%)	(60.03)	(11.18%)	(45.58)	(75.93%)
<b>Profit (Loss) for the year</b>	<b>6.37</b>	<b>0.94%</b>	<b>(405.15)</b>	<b>(75.42%)</b>	<b>411.52</b>	<b>101.57%</b>
Non-controlling interests of the subsidiaries						
Profit (Loss) for the year from continued operation	0.63	0.09%	(2.15)	(0.40%)	2.78	129.30%
Loss for the year from discontinued operation	(1.44)	(0.21%)	(4.66)	(0.87%)	(3.22)	(69.10%)
<b>Profit (Loss) for the year attributable to Non-controlling interest</b>	<b>(0.81)</b>	<b>(0.12%)</b>	<b>(6.81)</b>	<b>(1.27%)</b>	<b>6.00</b>	<b>88.11%</b>
<b>Profit (Loss) attributable to Equity holders of the parent company</b>	<b>7.18</b>	<b>1.06%</b>	<b>(398.34)</b>	<b>(74.16%)</b>	<b>405.52</b>	<b>101.80%</b>

## Revenue from Sale

For the year of 2023, The Company had the Revenue from Sale of THB 678.15 Million which was increase by THB 140.99 Million or 26.25% compared with the same period of 2022 because the company have changed the customer base for diversified the market risk and revenue increased from its subsidiaries which is distributed owned brands.

## Gross Profit and Gross Profit Margin

For the year of 2023, the Company had gross profit by THB 262.94 Million that was increase by THB 122.44 Million or 87.15%, which corresponds to increases of revenue from sale and Gross Profit Margin was increase from 26.16% to 38.77% compared with the same period of last year due to owned brands sales.

## Selling and distribution expenses

For the year of 2023, the Company had selling and distribution expenses by THB 84.07 Million that was increased by THB 67.21 Million or 398.64% which mainly came from the media to advertise and promote the owned brands associated with increase of both sales and gross profit margin.

## Administrative Expenses

For the year of 2023, the Company had administrative expenses by THB 163.96 Million which increased by THB 17.76 Million or 12.15% which mainly came from the expenses of its subsidiaries related to increase of sales.

## Operating Profit (Loss)

For the year of 2023, the Company had the operating profit(loss) by THB 14.91 Million which increased by THB 37.47 Million or 166.09% compared with the same period of 2022 due to the increase of revenue from sale and gross profit margin.

## Other Expenses

For the year of 2023, the Company had other expenses by THB (10.04) million which decreased by THB (415.90) million or 102.47% compared with the same period of 2022 because the company had impairment loss on financial assets for trade accounts receivable that are expected to be uncollectible in 2022, during 2023 debtors have gradually paid off some of their debts.

## Profit (Loss) for the period from continued operation

The Company had profit (loss) from continued operation amount of THB 20.82 Million, which was increase 106.03% due to the increase of operating profit and decrease of other expenses.

## Loss for the year from discontinued operation

For the year of 2023, the Company had loss from discontinued operation by THB 14.45 Million, which decreased compared with the same period of 2022 by THB 60.03 Million due to the two subsidiaries business discontinued operation. The progress of follow-up on loans to the two subsidiaries business discontinued operation as follows:

- Ultima Life Company Limited has outstanding loans of THB 1 Million, which has considered write off bad debts. At present, Ultima Life Company Limited is subject to bankruptcy court order.

- PCCA Laboratory Company Limited has outstanding loans of THB 277 Million, which has considered partial an allowance for doubtful accounts. The company will recall the loan when PCCA Laboratory Co., Ltd is able to dispose of the fixed assets shown in the financial statements.

#### The profit (loss) attributable to equity holders of the parent company

The Company has the profit attributable to equity holders of the parent company by THB 7.18 Million, while in the same period of last year has the loss attributable to equity holders of the parent company by THB (398.34) Million, which was increased THB 405.52 Million or 101.80%, which mainly came from the operating performance improvement and had not impairment loss on financial assets.

The Statement of Financial position as at December 31, 2023 is as following;

Unit : Million THB

list	As at 31 December 2023		As at 31 December 2022		change	
Cash and cash equivalents	67.99	4.66%	30.27	2.34%	37.72	124.61%
Trade and other receivables	111.64	7.66%	57.29	4.44%	54.35	94.87%
Inventories	150.40	10.32%	98.03	7.59%	52.37	53.42%
Other current assets	41.92	2.88%	11.54	0.89%	30.38	263.26%
<b>Total Current Assets</b>	<b>371.95</b>	<b>25.52%</b>	<b>197.13</b>	<b>15.27%</b>	<b>174.82</b>	<b>88.68%</b>
Restricted bank deposits	17.05	1.17%	16.99	1.32%	0.06	0.35%
Other Non-current financial assets	2.60	0.18%	2.60	0.20%	-	-
Property, plant and equipment	862.42	59.17%	909.08	70.42%	(46.66)	(5.13%)
Rights of use assets	53.41	3.66%	53.92	4.18%	(0.51)	(0.95%)
Good will	0.25	0.02%	-	0.00%	0.25	100%
Other intangible assets	50.48	3.46%	5.57	0.43%	44.91	806.28%
Deferred tax assets	90.64	6.22%	92.54	7.17%	(1.90)	(2.05%)
Advance for purchasing fixed assets	8.24	0.57%	12.59	0.98%	(4.35)	(34.55%)
Other non-current assets	0.59	0.04%	0.50	0.04%	0.09	18.00%
<b>Total Non-Current Assets</b>	<b>1,085.68</b>	<b>74.48%</b>	<b>1,093.79</b>	<b>84.73%</b>	<b>(8.11)</b>	<b>(0.74%)</b>
<b>Total Assets</b>	<b>1,457.63</b>	<b>100.00%</b>	<b>1,290.92</b>	<b>100.00%</b>	<b>166.71</b>	<b>12.91%</b>

As of December 31, 2023, the total assets were increase by THB 166.71 Million or 12.91% compared with December 31, 2022, which mainly came from cash THB 37.72 Million ,the trade and other receivables increased by THB 54.35 million due to the increase of revenue from sale during the period, the inventory was increased by THB 52.37 million, and other intangible assets was increased by THB 44.91 million because of the business acquisition cost that unallocated which arises from the investment in a new subsidiary during the period.

Unit : Million THB

List	As at 31 December 2023		As at 31 December 2022		change	
Bank overdrafts and short-term loans from bank	110.49	7.58%	138.70	10.74%	(28.21)	(20.34%)
Short-term loans from shareholders	-	0.00%	10.00	0.77%	(10.00)	(100.00%)
Trade and other payables	116.51	7.99%	110.24	8.54%	6.27	5.69%
Current portion of long-term loans	2.12	0.15%	19.81	1.53%	(17.69)	(89.30%)
Current portion of Leases liabilities	2.79	0.19%	2.62	0.20%	0.17	6.49%
Income tax payable	21.18	1.45%	1.66	0.13%	19.52	1,175.90%
Other current liabilities	29.70	2.04%	21.08	1.63%	8.62	40.89%
<b>Total Current Liabilities</b>	<b>282.79</b>	<b>19.40%</b>	<b>304.11</b>	<b>23.56%</b>	<b>(21.32)</b>	<b>(7.01%)</b>
Long-term loans, net of current portion	-	0.00%	2.12	0.16%	(2.12)	(100.00%)
Lease liabilities, net of current portion	53.28	3.66%	55.83	4.32%	(2.55)	(4.57%)
Provision for long-term employee benefits	10.72	0.74%	7.68	0.59%	3.04	39.58%
Deferred tax liabilities	18.49	1.27%	10.68	0.83%	7.81	73.13%
Other non-current liabilities	12.29	0.84%	16.87	1.31%	(4.58)	(27.15%)
<b>Total Non-Current Liabilities</b>	<b>94.78</b>	<b>6.50%</b>	<b>93.18</b>	<b>7.22%</b>	<b>1.60</b>	<b>1.72%</b>
<b>Total Liabilities</b>	<b>377.57</b>	<b>25.90%</b>	<b>397.29</b>	<b>30.78%</b>	<b>(19.72)</b>	<b>(4.96%)</b>
<b>Shareholder's Equity</b>	<b>1,080.06</b>	<b>74.10%</b>	<b>893.63</b>	<b>69.22%</b>	<b>186.43</b>	<b>20.86%</b>
<b>Total Liabilities and Shareholder's Equity</b>	<b>1,457.63</b>	<b>100.00%</b>	<b>1,290.92</b>	<b>100.00%</b>	<b>166.71</b>	<b>12.91%</b>

As of December 31, 2023, the total liabilities were decrease by THB 19.72 Million or 4.96% compared with December 31, 2022, which mainly to the decrease of 28.21 million in repayment of bank overdrafts and short-term loans from banks and shareholder's equity increased by THB 186.43 Million or 20.86% because of capital injection from our shareholders.

In conclusion, the restructure of the company and financial structure by raised equity fund is starting to turnaround the Company's operating result in both of operating profit and profit attributable equity holders of the parent company. Additionally, The Company has strategies to increase the potential of the group of companies by investing in the subsidiaries aim to distribute owned brands.

## 5. General information and other material facts

### 5.1 General information

#### A. Company

Issuing Company	:	DOD Biotech Public Company Limited
Head Office Location	:	111 Moo 2, Tha Jeen, Mueang Samut Sakhon, Samut Sakhon 74000
Type of Business	:	Manufacturer of Dietary Supplement
Company Registration Number	:	0107560000419
Telephone	:	034-446-333, 034-446-444
Fax	:	034-440-373
Website	:	www.dodbiotech.com
Registered Capital	:	343.47 Million Baht
Paid-up Capital	:	225.21 Million Baht
Par value per share	:	0.50 Baht

#### B. Legal entities in which the Company holds 10% or more shares

Company Name	:	DOD Healthy Life Co., Ltd.
Head Office Location	:	111 Moo 2, Tha Jeen, Mueang Samut Sakhon, Samut Sakhon 74000
Type of Business	:	Holding Company
Company Registration Number	:	0745561010721
Telephone	:	034-446-333
Fax	:	034-440-373
Registered Capital	:	1,000,000 Baht
Par value per share	:	10 Baht



#### C. Legal entities in which the Company holds 10% or more shares

Company Name	: PCCA Laboratory Co., Ltd.
Head Office Location	: 59 Satriwithaya 2 Rd. Lat Phrao, Lat Phrao, Bangkok
Type of Business	: Manufacturer and Distributor of Cosmetic and Cosmeceutical Products
Company Registration Number	: 0105548143815
Telephone	: 02-358-4646
Fax	: 02-542-4339
Registered Capital	: 90.00 Million Baht
Paid-up Capital	: 90.00 Million Baht
Par value per share	: 100 Baht

#### D. Legal entities in which the Company holds 10% or more shares

Company Name	: Siam Herbal Tech Co., Ltd.
Head Office Location	: 288/8 Moo 4, Bang Ya Phraek, Muang-Samutsakorn, Samutsakorn
Type of Business	: Manufacturer of Extracts
Company Registration Number	: 0205562031483
Telephone	: 034-446-333
Fax	: 034-440-373
Registered Capital	: 260.00 Million Baht
Paid-up Capital	: 260.00 Million Baht
Par value per share	: 100 Baht

#### **E. Legal entities in which the Company holds 10% or more shares**

Company Name	:	DOD Sale Power Co., Ltd.
Head Office Location	:	111 Moo 2, Tha Jeen, Mueang Samut Sakhon, Samut Sakhon
Type of Business	:	Consulting Services
Company Registration Number	:	0745562006344
Telephone	:	034-446-333
Fax	:	034-440-373
Registered Capital	:	2,000,000 Baht
Paid-up Capital	:	2,000,000 Baht
Par value per share	:	100 Baht

#### **F. Legal entities in which the Company holds 10% or more shares**

Company Name	:	AK DOD Co., Ltd.
Head Office Location	:	111 Moo 2, Tha Jeen, Mueang Samut Sakhon, Samut Sakhon
Type of Business	:	Distributor of Cosmetic and Dietary Supplement Products
Company Registration Number	:	0745562008398
Telephone	:	034-446-333
Fax	:	034-440-373
Registered Capital	:	500,000 Baht
Paid-up Capital	:	500,000 Baht
Par value per share	:	10 Baht

#### **G. Legal entities in which the Company holds 10% or more shares**

Company Name	:	A Metaverse Co., Ltd.
Head Office Location	:	59 Satriwithaya 2 Rd. Lat Phrao, Lat Phrao, Bangkok
Type of Business	:	Distributor of Dietary Supplement Products
Company Registration Number	:	0745565010211
Telephone	:	034-446-333
Fax	:	034-440-373
Registered Capital	:	10,000,000 Baht
Paid-up Capital	:	2,500,000 Baht
Par value per share	:	10 Baht

#### H. Legal entities in which the Company holds 10% or more shares

Company Name	:	DOD Infinite Co., Ltd.
Head Office Location	:	111 Moo 2, Tha Jeen, Mueang Samut Sakhon, Samut Sakhon
Type of Business	:	Holding company
Company Registration Number	:	074556600707
Telephone	:	034-446-333
Fax	:	034-440-373
Registered Capital	:	91,000,000 Baht
Paid-up Capital	:	91,000,000 Baht
Par value per share	:	10 Baht

#### I. Other references

##### 1.Registrar of Securities

Company	:	Thailand Securities Depository Co., Ltd.
Head Office Location	:	No. 93 Rachadapisek Road, Dindaeng, Bangkok 10400
Telephone	:	02-009-9000
Fax	:	02-009-9991

##### 2. Auditor

Company Name	:	EY Company Limited
Head Office Location	:	33 rd Floor, Lake Rajada Office Complex, 137-136/193 Rajadapisek Road, Klongtoey,
Telephone	:	0-2264-0777
Fax	:	0-2264-0789-90
Website	:	<a href="https://www.ey.com/en_th">https://www.ey.com/en_th</a>

## 5.2 Legal disputes

(-)

# 2



*Corporate  
Governance*

## 6. Corporate Governance Policy

The Board of Directors realizes the importance of corporate governance and has set corporate governance policy to guide the business operations of the Company. An effective, transparent, and auditable management system, as a result of good corporate governance, will help establish trust and confidence from shareholders, investors, stakeholders, and other interested parties which is a critical factor for the Company to achieve its sustainable growth.

### Overview of the Policy and Guidelines

The principles behind the Company's corporate governance policy are focusing on the cautious and ethical use of knowledge to achieve balance and readiness for rapid change. The policy was developed based on eight principles, including accountability, responsibility, integrity, equitable treatment, transparency, ethics, vision to create long-term value, and corporate social responsibility.

The Company's corporate governance policy adheres to the guidelines on good corporate governance from the SET. The Board and Management have aspired to improve the Company's corporate governance to be comparable to international standards. Not only will this benefit the Company, but it will also help enhance the overall competency and growth of the Thai capital market as well as support the sustainable economic development of the country. The Company's corporate governance policy covers five primary topics, as follows:

### Section 1: Rights of Shareholders

Shareholders own the Company and control it by appointing the Board of Directors to act as their representatives. Shareholders are eligible to make decisions on any significant corporate changes. Therefore, the Company has established multiple guidelines to encourage shareholders to exercise their rights, such as publishing a document on the basic rights of shareholders on the company's internal communication channel and company's website. The document will be used as a guideline for corporation owners to respect and treat shareholders based on their basic rights, which include:

- Rights to sell, buy or transfer shares
- Rights to attend shareholder's meetings
- Rights to assign a proxy to attend shareholder's meetings and vote on their behalf
- Rights to approve director's remuneration
- Voting rights to appoint and remove directors
- Voting rights to appoint independent auditors and approve their remuneration
- Voting rights in important matters of the Company
- Rights to share the profits of the company
- Rights to attend, express opinions and ask questions in shareholder's meetings, along with to offer shareholders who are unable to attend an option to appoint an independent director as their proxy to attend the meeting and vote on their behalf.



- Rights to obtain relevant and adequate information of the Company on time and regularly and to access the latest information on the company's website

The Company recognizes and values the rights of shareholders and has established the following corporate governance practices to protect the rights of shareholders:

- 1) The Company must invite for the Annual General Meeting, with information on the date, time, location, detailed agenda along with accompanying documents in both Thai and English, to shareholders at least 30 days before the meeting. The invitation and accompanying documents must also be posted on the company's website. Afterward, the registrar from Thailand Securities Depository Co., Ltd. must send out the invitation notice to all shareholders at least 7 days before the meeting, or 14 days in certain cases such as meetings concerning Employee Stock Option Program (ESOP), related transactions, or acquisition and disposition of assets.
- 2) The Company must grant an opportunity for shareholders to submit questions before the meeting between October and December of every year. Submission guidelines and other detailed information are posted on the company's website.
- 3) To facilitate the attendance of shareholders, the Company must organize shareholders' meetings on working days at a hotel in Bangkok and/ or the company's meeting facility. The Company must also provide transportation for attendees, arrange adequate staff and technology for document review and prepare postal stamps for proxy shareholders.
- 4) The Company must effectively prepare the minutes of the shareholder's meeting and post them on the company's website within 14 days from the date of the meeting. The minutes should include a description of the voting and voting procedures, questions asked and answers provided, resolutions, voting results of each agenda item containing approving, dissenting, and abstaining votes, and a list of the Board members who attended the meeting.
- 5) All of the company's directors, including the Chairman of the committees, Chief Executive Officer, Executive Officers, corporate secretary, and Independent Auditor must attend every Annual General Meeting.
- 6) The Board of Directors must set up a standard practice for minority shareholders to propose an agenda item before the meeting date as well as to nominate qualified candidates as a director. The nomination can be submitted to the Remuneration and Nomination Committee 3-4 months before the date of the meeting.

The company convened its Annual General Meeting for the year 2023 on Tuesday, April 18, 2023.

## Section 2: Equitable Treatment of Shareholders

The Board values the importance of fair and equitable treatment to all shareholders, including minority and foreign. It has established the following policies to protect the violation of the rights of shareholders and to ensure that all shareholders receive fair and equitable treatment:

1) The Company grants an opportunity for shareholders to propose an agenda item, nominate qualified candidates as a director, and submit questions before the shareholder's meeting between October and December of every year. The proposal of meeting agenda and nomination of directors must comply with applicable laws and regulations of the Company. Detailed information is posted on the company's website.

2) For shareholders who cannot attend the meeting and vote in person, the Company encourages them to appoint one of the company's independent directors or another individual as their proxy. Complete profile and qualifications of independent directors are provided to shareholders which they can review and select their proxy form.

3) The Company will not add a new agenda item for the meeting or modify any important information without notifying shareholders in advance.

4) The Board supports the use of voting cards for all agenda items of the meeting, including a nomination of an individual director, to ensure transparency and audibility.

5) The Company has established a code of conduct regarding insider trading to prevent all directors, management, and employees from using inside information for their interests. The policy is communicated to everyone in the organization and policy adherence is consistently monitored.

6) Directors and management must report their holding of the company's securities, along with any changes in their holding from buying, selling, or transferring of securities, to the Board. The reporting must be done following regulations specified by the SEC.

The company held its Annual General Meeting for the year 2023 on Tuesday, April 18, 2023. During the meeting, there were no additional agenda items added.

## Section 3: Roles of Stakeholders

The Company recognizes that all stakeholder groups should be treated following their respective rights as specified by the law or mutual agreements. To foster a good relationship with stakeholders and promote the financial stability and sustainability of the Company, we have established the following set of operational guidelines:

1) The Company has developed a code of conduct for each group of stakeholders, including shareholders, customers, employees, business partners, creditors, competitors and society, and the environment. The code of conduct is communicated to all directors, executives, and employees in the organization. Strict compliance is enforced with penalties clearly outlined in the employee's manual in the case of compliance. Treatments of each stakeholder group can be summarized as follows:

Shareholders	<ul style="list-style-type: none"> <li>• Perform duties with integrity, honesty, and transparency. Make decisions that are beneficial to the Company and shareholders.</li> <li>• Effectively manage the Company to achieve sustainable growth and generate rewarding returns to shareholders.</li> <li>• Perform duties by applying knowledge and management skills to the maximum for the best interests of the Company and its shareholders.</li> </ul>
Shareholders	<ul style="list-style-type: none"> <li>• Manage and supervise assets of the Company to prevent unreasonable depreciation or wrongful loss.</li> <li>• Completely and accurately report business status and operating performance of the Company to the Board and shareholders</li> <li>• Refrain from seeking personal gains for oneself or other individuals.</li> <li>• Refrain from disclosing confidential information of the Company or from exploiting them for any personal gains without permission from the Company.</li> <li>• Refrain from any actions that may cause a conflict of interest with the Company without first notifying the Company.</li> </ul>
Customers	<ul style="list-style-type: none"> <li>• Fulfill the needs of customers/ end consumers with quality products and services.</li> <li>• Provide complete and accurate information about the products and services without distorting facts.</li> <li>• Provide appropriate terms of product and service warranties.</li> <li>• Never deliver defective or substandard products and services, knowing that they may cause damages and/ or harm to the customers.</li> <li>• Set up mechanisms and customer service systems that allow customers to conveniently and quickly submit their complaints about products and services.</li> <li>• Strive to keep production costs at a minimum while ensuring that the quality standard of the products and services are maintained.</li> <li>• Continuously develop products and services to increase value and benefits to customers.</li> <li>• If unable to fulfill any agreements, notify customers promptly to jointly find the solutions and prevent any damages.</li> </ul>

Employees	<ul style="list-style-type: none"> <li>• Offer appropriate employee compensation based on skills, responsibilities, and individual performance.</li> <li>• Support professional and skill development of employees to promote job progression and security.</li> <li>• Encourage employee participation in setting the company's direction and problem-solving.</li> <li>• Create and maintain a safe working environment for employees.</li> <li>• Reward and punish employees based on truthfulness, fairness, and good faith.</li> <li>• Comply with all laws and regulations regarding labor and labor welfare.</li> <li>• Refrain from any unfair or wrongful actions which may harm employees' job progression and security.</li> <li>• Treat employees concerning human rights, personal rights, and duties.</li> </ul>
Business Partners and Creditors	<ul style="list-style-type: none"> <li>• Honor and follow the agreements with business partners and creditors. If unable to fulfill any agreements, notify business partners and creditors promptly to jointly find the solutions and prevent any damages.</li> <li>• Provide complete and accurate financial information.</li> <li>• Do not solicit, accept or give undue benefits of any kind to business partners or creditors. If there is information regarding potential fraudulent behaviors, discussion shall be made with the business partners and/ or creditors to jointly resolve the matter promptly.</li> </ul>
Competitors	<ul style="list-style-type: none"> <li>• Compete under the rules of fair competition.</li> <li>• Do not seek confidential information of competitors through dishonest or illegal means.</li> <li>• Do not discredit competitors through slandering or other untruthful and unjustifiable claims.</li> </ul>

## Society and Environment

- Support activities that are beneficial to communities and society.
- Refrain from any actions that will negatively hurt the country's reputation or damage the natural resources and environment.
- Refrain from supporting or collaborating with businesses that conduct illegal transactions or pose harmful threats to the natural resources and environment.
- Cultivate an awareness of community and social responsibility across all levels of employees in the organization.
- Ensure compliance with relevant laws and regulations.

2) The Company has established a mechanism to protect the rights of the whistleblowers. Employees who would like to report misconducts, violations of laws, inaccuracy of financial reports, defective internal control system, or unethical practices can report the matter directly to the Board and the Audit Committee via the company's website.

3) The Company prohibits all directors, executives, and employees who have access to significant internal information that could impact a price change of the company's securities from trading the company's securities at least 7 days before the release of earnings information or a public announcement of such information.

## Section 4: Disclosures and Transparency

Disclosing information in an adequate, accurate, and timely manner helps stakeholders make well-informed business decisions and transactions. The Company recognizes such importance and has established strict guidelines in information disclosure and transparency as follows:

1) The Board of Directors, or those delegated by the board, are responsible for disclosing information according to the specified criteria, through the channels of the securities market. This includes periodic reports such as financial statements, Form 56-1 One report, and non-periodic reports related to asset acquisitions/disposals, related-party transactions, joint ventures/termination of joint ventures, capital increases/decreases, issuance of new securities, share repurchases, dividend payments/non-payments, etc. Furthermore, information must be disclosed in both Thai and English languages via the company's website to ensure completeness, timeliness, and relevance.

2) The Board of Directors shall report the company's compliance with regulatory policies in the annual registration statement (form 56-1 One Report).

3) The Board of Directors and executives shall file a report on his/ her interests or a related person's interest as specified in Section 89/14 of the Securities and Exchange Act B.E. 2551. The reports should be submitted to the office of the corporate secretary.

4) The Board of Directors shall disclose, in the annual reports, a report of the Board of Directors' responsibilities for financial statements alongside a report from the independent auditor and a corporate governance report from the Audit Committee.



5) The Board of Directors shall disclose, in the annual reports, members and roles of the Board and its committee, the number of meetings held and attendance of each director.

6) The Board of Directors shall disclose remuneration of directors and executives in the annual registration statement (56-1 One Report).

7) The Board of Directors shall set up a secretary office to disclose the company's information following rules specified by the SET along with providing fundamental business information, operational guidelines, and corporate directions fairly and equitably to the general public, shareholders, institutional investors, general investors, analysts, and relevant government agencies.

8) The Board of Directors shall set up an investor relations department to manage and broadcast general information of the Company to stakeholders and the general public regularly. The Company has set up a channel for investor relations at [ir@dodbiotech.com](mailto:ir@dodbiotech.com).

9) The Board of Directors shall supervise the Company in creating and disclosing a Management Discussion and Analysis (MD&A) together with a disclosure of financial statements every quarter. This is to ensure that investors are informed and can better understand the context of changes in the company's financial status and performance in each quarter, in addition to quantitative data shown in financial statements. The MD&A should always be submitted together with the submission of financial statements to the SET.

10) The Board of Directors shall disclose an audit fee along with the fee for other services provided by an independent auditor.

## Section 5: Responsibilities of the Board

As a representative of shareholders, the Board of Directors is responsible for governing the management of the Company to comply with the company's objectives, regulations, and applicable laws. The Board has applied the three key principles from sufficient economy philosophy (moderation of growth, self-immunity, reasonableness) into business operations and has set the company's vision, mission, policy, goals, and business plans accordingly. Duties and responsibilities of the Board can be summarized as follows:

### 1. Board structure

1.1 The Board is comprised of directors who are knowledgeable, full of ethics and integrity, and as a group provides a diversity of qualifications and experience. The Board will disclose its diversity policy and the number of years each director has been with the Company in the annual report and company's website.

1.2 The Board consists of no fewer than 5 members but not more than 10 members. At least half of the total number of directors must have a domicile within the kingdom, and the directors of the company must be qualified according to the law. In the year 2023, the board of directors of the company comprised a total of 6 members, consisting of 3 non-executive directors, who serve as independent directors and audit committee members, and 3 executive directors, who serve as management board members. Additionally, there is a chairman of the management board holding the position of Chief Executive Officer.

1.3 The Board contains 3 independent directors out of 6 total directors, representing more than 1/3 of total Board members. Independent directors can independently comment on the performance of the management,

creating a balance of power for the best interests of the Company. In addition, 3 of the independent directors also hold a position in the company's Audit Committee. The number of independent directors and Audit Committee members is following SEC requirements, which are to have independent directors representing at least 1/3 of total directors and to have at least 3 members in the Audit Committee. All independent directors and Audit Committee members have met the minimum qualifications specified in the Notice of Capital Market Supervisory Board.

1.4 The Board represents all shareholders and not a specific group of shareholders

1.5 The number of directors who are not independent should be proportionate to the share of controlling shareholders of the company

1.6 The appointment of directors needs to be transparent and in compliance with the company's articles of association and applicable laws. The nomination of directors must be conducted by the Remuneration and Nomination Committee. Evaluation of directors must include a thorough review of an individual's education and professional experience to assist with the decision-making of the Board and shareholders.

The company's articles of association state that, at every annual general meeting, one-third of the directors shall be retired from directorship. In case the number of directors is not a multiple of three, the number nearest to one-third shall be retired from directorship. During the first and second years following the company's registration, the termination of members of the Board of Directors shall be determined by drawing lots. The Director with the longest period of directorship is required to leave in the subsequent years. Directors who resign can be appointed to the Board again.

1.7 The role of supervision and management should be separated from each other. The chairman of the board and Chief Executive Office should be appointed from the Board of Directors. The positions should be held by different individuals to separate duties of policy setting, supervising, and managing. Different sets of roles and responsibilities are developed for the Board and the management to achieve a balance of power. The Board is responsible for setting policies and supervising management at the policy level while the management is responsible for managing day-to-day business following the policies. In addition, the Chairman of the Board will not take part in the daily management of the Company but will provide regular management guidance through a Chief Executive Office. The Chief Executive Office, on the other hand, is responsible for managing the business under the scope of authorities determined by the Board.

1.8 To maintain the effectiveness of the Board, individual directors can simultaneously hold positions in no more than 3 other publicly-listed companies. This is to ensure that directors have sufficient time to perform their Board duties.

1.9 The Board has developed clear policies regarding directors holding board positions in other companies. According to the company's articles of association, directors are not allowed to conduct businesses, be a partner in an ordinary partnership, be a partner without limit in a limited partnership, hold a director position of a limited company, or hold a director position in a public limited company in any competing businesses, unless they notify and obtain approval from the shareholders meeting before the appointment of the position.

In addition, the Board does not allow company executives to hold a board position in other companies outside the group. Any board position held in other companies by the executives must be approved by the Board, except for a board position in a non-profit organization given that the position does not oppose the laws and regulations relevant to the Company's business and that the executives do not use their position in the Company to endorse outside businesses.

1.10 The Board has appointed a corporate secretary who has appropriate qualifications and experiences to provide legal advice, take care of the Board's activities and monitor compliance with Board resolutions. Qualifications and experiences of a corporate secretary are disclosed in the annual reports and the company's website.

1.11 The Board promotes and supports a corporate secretary is getting regular training and knowledge development in legal, accountancy, and secretarial practices.

## **2. Committees**

2.1 The Company has appointed the following committees: (1) Audit Committee following requirements specified by SEC and SET; (2) Remuneration and Nomination Committee; and (3) Executive Committee to perform specific duties and propose matters for the Board of Directors to acknowledge or approve

2.2 Committees have the rights and duties as specified in the scope of authorities for each committee.

## **3. Role, Duties, and Responsibilities of the Board**

### **3.1 Duties and Responsibilities of the Board**

The primary duties of the Board are to review and approve significant business matters, including the vision and mission of the Company, strategy, policies, as well as supervise and ensure compliance of business operations with policies and plans.

In addition, the Board is also responsible for the Company's financial statement. It shall supervise the Audit Committee in reviewing financial reports, creating quality and accurate financial reports using acceptable and universal accounting standards, and adequately disclosing important information of the Company. The accounting team and/ or independent auditors will present financial reports to the Board/ Audit Committee every quarter, and the Board is responsible for appropriately disclosing the company's financial statements and financial information (Report of the Board of Directors' responsibilities for financial statements) in the annual reports.

### **3.2 Corporate Governance Policy**

The Board has set and approved a written corporate governance policy for the Company. The policy is communicated to all employees in the organization for acknowledgment, alignment, and compliance. The Board has reviewed the policy and adherence to the policy regularly, at least once every year.

### **3.3 Code of Conduct**

The Board greatly values righteous and fair operations of the business and has developed a written code of conduct to set ethical standards of the Company and promote similar understanding among directors, executives, and all employees.

The code of conduct will serve as a guideline in conducting a transparent, ethical, and responsible business to stakeholders, society, and the environment. It reflects a set of values, operational guidelines, and ethical frameworks that employees should follow. The code of conduct is communicated to all employees through training and various means of internal communication. It is strictly enforced and compliance with the code will be closely monitored by the Board

### 3.4 Conflict of Interest

The Board considers matters with conflict of interest with caution and clear approval guidelines to ensure the best interests of the Company. The code of conduct regarding conflict of interest states that directors, executives, employees, and other related persons, must not seek personal gains in conflict with the company's interests and must refrain from any actions that would cause a conflict of interest with the Company. In addition, individuals who have vested interests in a given transaction need to declare their relatedness to the Company and will not be allowed to participate in any decision-making process related to that transaction.

The Audit Committee regularly presents related transactions and transactions with conflict of interest to the Board, where the Board has thoroughly reviewed. The Company has strictly followed regulations from SEC and SET in conducting transactions with individuals who may have a conflict of interest in a similar manner to other transactions done with the third party.

The Board will also monitor and ensure compliance with relevant regulations regarding criteria, procedure, and information disclosure. Transactions with conflict of interest will be appropriately disclosed in the Company's financial statements, annual report, and annual registration statement (Form 56-1 One Report).

### 3.5 Internal Control System

The Board places great importance on effective governance and internal control system at both management and operational level. The internal control system is a critical enabler for the Company to reduce business risks and improve its operations through effective allocation of resources. A good internal control system also helps protect corporate assets through the prevention of fraudulent behaviors and misconduct, ensuring the accuracy of the company's financial reports, monitoring employee compliance with relevant laws and regulations, and protecting shareholders' money. With that, the Company has developed written control policies to ensure that corporate assets are used effectively, budgeting and feasibility study are conducted for every investment decision, and internal control system is in place. The heads of the department need to establish standardized working practices along with internal control measures to prevent unexpected incidents that could cause damage to the Company. In addition, the heads of departments should encourage their personnel to willingly comply with the policies and relevant laws and be prepared for an assessment at all times.

The Board has assigned the Audit Committee to review and assess the effectiveness of the internal control system set by management. It has also prepared and reviewed control policies across various dimensions including operations, financial reporting, policy compliance, governance, and risk management. Great emphasis is also placed on early warning signs and unusual transactions.

The Company has hired an external independent auditor, Well Planning Solution Co., Ltd., to audit the Company's internal control system and ensure that the system is adequate. The external auditor will report the assessment results directly to the Audit Committee so that they can perform their duties independently and objectively. The Company monitors and evaluates the performance of the internal control system regularly to ensure effective business operations. The audit on internal control and review of the major system will be conducted at least once a year with results disclosed in the annual reports.

### 3.6 Risk Management Policy

The Board places great emphasis on a good risk management policy and has assigned the Executive Committee to establish a scope and policy for risk management. The Executive Committee should review the risk management system, analyze potential risks and assess the potential impact to the Company internally and externally. The Committee should summarize their findings into a risk management report, present them to the Board at least once a year and disclose all information in the Company's annual report.

3.7 The Audit Committee shall disclose its statement on the adequacy of the Company's internal control and risk management systems in the annual reports.

3.8 The Board has set clear procedures for whistleblowing for related parties and stakeholders. Complaints can be submitted via the company's website or reported directly to the company's independent directors or the Audit Committee, who shall arrange an investigation and report the findings to the Board accordingly.

## 4. Board Meeting

4.1 Board meetings can only be held when more than half of the directors attend the meeting. If the Chairman of the Board is not present or is unable to perform duties, the Vice Chairman of the Board can serve as a meeting chair. If Vice Chairman is not present or is unable to perform duties, directors attending the meeting can select any one of them to serve as a meeting chair.

4.2 Ruling will be decided based on the majority votes. One director has one vote, except when he/ she has a conflict of interest related to the matter and thus is not allowed to vote on that matter. If voting results are tied, the meeting chair shall have the casting vote.

4.3 Board meetings should be held at least once every three months by the Chairman of the Board. If necessary, four directors or more can request the Chairman to call for an ad-hoc meeting. In such a case, the Chairman needs to set the meeting date within 14 days from the date of request.

4.4 The Chairman, or director assigned by the Chairman, is responsible for setting a date, time, and location of the meeting which can be at the company's head office or any other places including nearby provinces. If a meeting location is not set, the company's head office is to be used as a default meeting location.

4.5 The Chairman, or other individual assigned, is responsible for sending a meeting invitation letter, containing date, time, location, and agenda, to directors or their proxy, via postal or in-person, at least seven days in advance of the meeting. For urgent matters with a high impact on the interests of the Company, meeting invitations can be sent via other methods and can be notified less than seven days in advance.



## 5. Board Self-assessment

5.1 The Board and its subcommittees will conduct a regular self-assessment at least once a year to allow all members to jointly review the Board's performance and solve any problems they may have.

5.2 Assessment rules, procedures, and results will be disclosed in the annual reports.

In 2023, Board members had conducted self-assessments using self-assessment forms provided by the SET. The result of the assessment was at an excellent level.

## 6. Remuneration

6.1 Director remuneration should reflect the experience, obligations, scope of work, accountability, responsibilities, and contributions of each director. The remuneration of directors is determined based on clear policies and guidelines and is approved by shareholders every year. They are transparent, auditable, comparable to industry, peer size, and competitive enough to attract and retain high-quality directors. In determining individual compensation, the Board should also consider other factors such as added responsibilities from holding multiple positions in subcommittees.

6.2 Remuneration of the Chief Executive Officer and Executives should be following policies specified by the Board and/ or Remuneration and Nomination Committee and/ or Executive Committee. To ensure the best interests of the Company, salaries, bonuses and other incentives of executives should be reasonable and correspond to the performance of individuals. Executives with more responsibilities should be compensated proportionately for the added amount of work. The compensation level must be comparable to industry, peer size, and competitive enough to attract and retain high-quality executives. This is to be done while keeping in mind the interests and benefits of the Company and shareholders.

6.3 The Remuneration and Nomination Committee should conduct a performance appraisal of the Chief Executive Officer annually to set his/ her compensation. The basis of the appraisal should be agreed upon by the Chief Executive Officer ahead of the evaluation. The criteria should be tangible and objective, including metrics from financial performance, long-term strategic performance, and career development. The appraisal results should be presented to the Board for approval, and the Chairman of the Board is responsible for communicating the results to the Chief Executive Officer accordingly.

## 7. Board and Management Training

7.1 The Board encourages and facilitates training for all parties related to corporate governance, including directors, members of the Audit Committee, executives, and corporate secretary, to ensure continuous improvement of their performance.

7.2 When new directors are appointed, management should provide them with documents and material that will help perform their duties such as an introduction to the business and an overview of the company's operations.

7.3 The Board requested that the Chief Executive Officer prepare the company's succession plan and present it to the Board regularly. This is to ensure that appropriate successors are identified and assigned in the case that Chief Executive Officer and other executives can no longer perform their duties.

7.4 The Board has established a development program for executives. The Chief Executive Officer is responsible for reporting all program activities conducted during the year to the Board, while the Board would review the program results alongside the Company's succession plan.

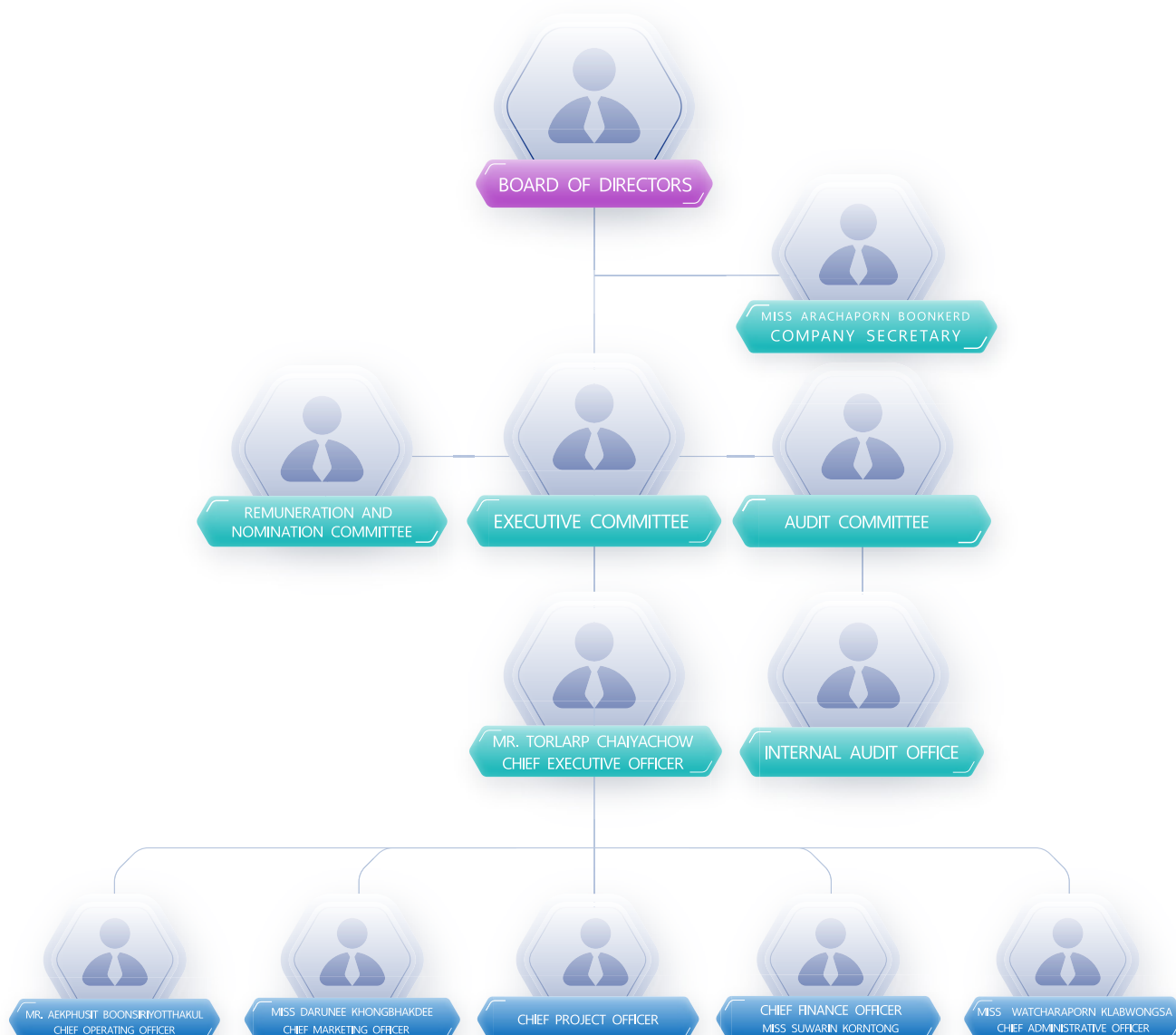
The company has allocated a budget for training sessions for the board of directors and committees within a limit of 1 million baht.



## 7. Corporate governance structure

and significant information related to the Board of Directors, committees, executives, employees and others

### 7.1 Corporate Governance Structure



## 7.2 Information on the Board of Directors

Details of directors, executives, controlling persons, the person assigned to take the highest responsibility in Accounting and Finance, the person assigned to take direct responsibility for accounting supervision, the Heads of the Internal Audit and Compliance Units, and the Company's secretary

7.2.1 Details of directors, executives, controlling persons, the person assigned to take the highest responsibility in Accounting and Finance, the person assigned to take direct responsibility for accountings supervision

### Mrs. Apaporn Kosolkul

#### Chairman of the Board

Member of the Audit Committee, Member of the Remuneration and Nomination Committee and Independent Director

Appointment Date: December 30, 2015

Age 62



#### Educational qualifications /Training history

- ▶ Bachelor's degree in Humanities and Social Sciences from Prince of Songkla University
- ▶ Capital Market Studies Program (MFP) Batch 19
- ▶ Energy Studies Program (ESP) Batch 7
- ▶ Director Accreditation Program (DAP) Batch 133/2017
- ▶ Geothermal Program Batch 2
- ▶ Ultra Wealth Program Batch 2
- ▶ Top Executive Program in Commerce and Trade (TEPCoT) Batch 11
- ▶ Top Executive Program on China Business Insights and Network (TEPCIAN) Batch 1
- ▶ Japan-Thailand Top Executive Program (J-Top) Batch 1
- ▶ Tourism Management Program for Executives (TME) Batch 1

Shareholding Proportion (%) 0.02

Family Relation between Directors and Executives No

#### Work experience

2023 - Present

Consultant to the Management, Corporate Communications Department  
The Mall Group Company Limited  
Department Store

2022 - Present

Chairman of the Board  
DOD Biotech PCL.  
Manufacturing of dietary supplement

2022 - Present

Advisory  
The Thai Dairy Industry Co., Ltd.  
Manufacturing of milk products

2015 - Present

Member of the Audit Committee, Member of the Remuneration and Nomination Committee, Independent Director  
DOD Biotech PCL.  
Manufacturing of dietary supplement

2011 - Present

Owner  
Spirit Art 2011 Co., Ltd.  
Magazine distribution

1983 - Present

Columnist  
Thairat Newspaper  
Publishing

## Mr. Dusit Chongsutthanamane

Vice Chairman of Board Director / Chairman of the Audit Committee / Chairman of the Remuneration and Nomination Committee and Independent Director

Appointment Date: December 30, 2015

Age 52



### Educational qualifications / Training history

- ▶ Master of Business Administration, Kasetsart University
- ▶ Bachelor of Engineering (Second Class Honor), Mahanakorn University of Technology
- ▶ Company Secretary Program (CSP) Class 74/2016
- ▶ Director Accreditation Program (DAP) Class 137/2017

### Work experience

2023 – Present

Director  
Kor Chaisaeng D.C. Company Limited  
Consumer Goods Retail

2008 – Present

Chairman of Board Director  
Kin Author Company Limited  
Corporate Finance advisory

2015 – Present

Vice Chairman of the Board/ Chairman of the Audit Committee/  
Chairman of the Nomination and Remuneration Committee/  
Independent Director  
DOD Biotech Public Company Limited  
Manufacturing of dietary supplement

2005 – Present

Member of Finance Committee and Corporate Secretary  
Pranda Jewelry Public Company Limited  
Production, Distribution and Retail of fine jewelry

2008 – Present

Chairman of Executive Director  
Siri Assets Company Limited  
Holding Company

Shareholding Proportion (%) No

Family Relation between Directors and Executives No



## Mr. Pongtep Thithapand

Member of the Audit Committee, Member of the Remuneration and Nomination Committee and Independent Director

Appointment Date: December 30, 2015

Age 65



### Educational qualifications /Training history

- ▶ Master of Arts in Economic Laws Program (M.A.), Chulalongkorn University
- ▶ Master's degree in Master of Public Administration, National Institute of Development Administration
- ▶ Bachelor of Laws, Ramkhamhaeng University
- ▶ Diploma, The National Defence Course, Class 54, National Defence College
- ▶ Director Certification Program (DCP), Class 125/2009
- ▶ Lawyer License, the Lawyers Council of Thailand, 2023

### Work experience

2015 – Present

Member of the Audit Committee, Member of the Remuneration and Nomination Committee, Independent Director  
DOD Biotech Public Company Limited  
Manufacturing of dietary supplement

2013 – Present

Member of the Corporate Governance Committee  
Gunkul Engineering Public Company Limited  
Production, distribution, and import/export of electrical appliances

2022 – 2023

Director  
Sahacogen (Chonburi) Public Company Limited  
Energy and Utilities

2019 – 2020

Director  
PTT Natural Gas Distribution Company Limited  
Distributing and supplying Natural Gas

2015 – 2017

Director  
Total Industrial Services Company Limited  
Real estate development

2010 – 2015

Director  
PTT LNG Company Limited  
(Subsidiary of PTT)  
Energy

Shareholding Proportion (%) No

Family Relation between Directors and Executives No

## Mr. Torlarp Chaiyachow

Director and Acting Chief Executive Officer

Appointment Date: December 1, 2022

Age 45



### Educational qualifications /Training history

- ▶ Master of Laws, Thammasat university
- ▶ Bachelor of Laws, Thammasat university
- ▶ Lawyer of the Lawyers Council of Thailand
- ▶ Business Concept Development (BCD), Siam Cement Public Company Limited, 140<sup>th</sup> edition
- ▶ Director Accreditation Program (DAP), Class 205/2023
- ▶ Director Certification Program (DCP), Class 342/2023

### Work experience

- |                       |  |                       |   |
|-----------------------|--|-----------------------|---|
| <b>2023 – Present</b> | Director<br>DOD Infinite Company Limited<br>Holding company  | <b>2022 - Present</b> | Managing Director<br>Siam Herbal Tech Company Limited<br>Extraction factory             |
| <b>2022 – Present</b> | Director<br>A Metaverse Company Limited<br>Distributor of dietary supplements  | <b>2016 - 2022</b>    | Business and development manager<br>Siamsindhorn Company Limited<br>Real estate segment |
| <b>2022 – Present</b> | Director and Acting Chief Executive Officer<br>DOD Biotech Public Company Limited<br>Manufacturing of dietary supplement                                   | <b>2013 - 2015</b>    | Legal manager<br>Siamsindhorn Company Limited<br>Real estate segment                    |
| <b>2022 – Present</b> | Subcommittee member Screening on<br>Secondary Drug-Related Law<br>Food and Drug Administration,<br>Narcotics Control Division<br>Ministry of Public Health |                       |   |

Shareholding Proportion (%) No

Family Relation between Directors  
and Executives No

## Mr. Aekphusit Boonsiriyotthakul

Director and Chief Operating Officer

Appointment Date: October 1, 2019

Age 54



### Educational qualifications /Training history

- ▶ Master of Business Administration, Marketing, Ramkhamhaeng University
- ▶ Bachelor of Industrial Engineering, King Mongkut's University of Technology North Bangkok
- ▶ Executive Relationship Development Training of Institute of Security Psychology, National Defense Studies Institute, Royal Thai Armed Forces Headquarters, Class 7
- ▶ International Corporate Governance Network (ICGN)
- ▶ TOISC 19 of Thailand Board of Investment
- ▶ Director Accreditation Program (DAP) Class 165/2019
- ▶ Director Certification Program (DCP), Class 307/2021
- ▶ Advance Master of Management program from Nation Institute of Development Administration, Class 8

### Work experience

2019 – Present

Director  
PCCA Lalaboratoy Co.,Ltd  
Manufacturing of cosmetic

2013 – 2016

Vice President  
Siam GS Battery Co., Ltd  
Manufacturing of car batteries

2019 – Present

Director and Chief Operating Officer  
DOD Biotech PCL.  
Manufacturing of dietary supplement

2008 – 2013

General Manager, Thailand  
Bolwell Holding (Thailand) Co., Ltd.  
Manufacturing of auto parts

2016 – 2019

Assistant Chief Operating Officer  
TPBI PCL.  
Manufacturing of soft plastic packaging

2001 – 2008

Factory Manager, Thailand  
JV (Thailand) Co., Ltd.  
Manufacturing of auto parts

1993 – 2001

Senior Engineer  
Seagate Technology (Thailand) Co., Ltd.  
Manufacturing of electronic parts

Shareholding Proportion (%) No

Family Relation between Directors  
and Executives No

## Miss Suvarin Korntong

Chief Financial Officer

Appointment Date: December 2, 2019

Age 42



### Educational qualifications /Training history

- ▶ MBA, Financial and Banking, Ramkhamheang University
- ▶ Bachelor of Accounting, Rajamangala University of Technology Krungthep
- ▶ Orientation Course – CFO Focus on Financial Reporting, 2017
- ▶ Director Accreditation Program (DAP) Class 165/2019
- ▶ Annual Accounting Knowledge Refresh, 2023
- ▶ Director Certification Program (DCP), Class 318/2022

### Work experience

2023 – Present	Director DOD Infinite Company Limited Holding company	2019 – Present	Director AK DOD Company Limited Manufacturing of cosmetic products
2022 – Present	Director A Metaverse Company Limited Distribution of dietary supplement products	2019 – Present	Director PCCA laboratory Company Limited Produce Cosmetics
2021 – Present	Director, Chief Financial Officer DOD Biotech Public Company Limited Manufacturing of dietary supplement	2019 – Present	Director DOD Healthy Life Company Limited Holding company
2019 – Present	Director Siam Herbal Tech Company Limited Manufacturing of herbal and plant extracts	2019 – 2021	Director Ultima Life Company Limited Network marketing
2019 – Present	Director DOD Sales Power Company Limited Marketing services	2019 – 2022	Director HY DOD Company Limited Distribution of dietary supplement products
		2014 – 2021	Director, Chief Administrative Officer DOD Biotech Public Company Limited Manufacturing of dietary supplement
		2013 –2014	Vice Accounting Manager Hitachi Transport Technology Company Limited Logistics and warehouse
		2011 –2012	Accounting Manager Log Plus Mining Services Company Limited Distribution of coal, truck tires and sugar

Shareholding Proportion (%) 0.09

Family Relation between Directors  
and Executives No



## Ms. Watcharaporn Klabwongsa

Chief Operating Officer

Appointment Date: March 23, 2021

Age 47



### Educational qualifications / Training history

- ▶ Master of Political Science, Chulalongkorn University
- ▶ Bachelor of Arts, Chulalongkorn University

### Work experience

2021 - Present

Chief Operating Officer  
DOD Biotech PLC.  
Manufacturing of dietary supplement

2011 - 2013

Coordinator with Council  
member, Laksi District  
The Bangkok Metropolitan Council

2018 - 2021

Senior Manager  
DOD Biotech PLC.  
Manufacturing of dietary supplement

2006 - 2010

Council member,  
Laksi District  
The Bangkok Metropolitan Council

2013 - 2017

FDA Coordinator  
DOD Biotech PLC.  
Manufacturing of dietary supplement

2001 - 2010

Coordinator with Council member,  
Laksi District  
The House of Representatives

Shareholding Proportion (%) 0.03

Family Relation between Directors  
and Executives No



## Miss Darunee Khongbhakdee

Chief Marketing Officer

Appointment Date: January 1, 2023

Age 43



### Educational qualifications /Training history

- ▶ Bachelor's degree in Business Administration, Dusit Thani College
- ▶ Digital Marketing at Siam Sindhorn Company Limited (2019)
- ▶ Strategic Marketing Management (STP)/(MGT) at Thai Cement Company Limited (2018)

### Work experience

2023 – Present

Director and Acting Chief Executive  
DOD Biotech Public Company Limited  
Manufacturing of dietary supplement

2011 - 2012

Sales Manager, The Sukhothai  
Bangkok  
SKR International Company Limited  
Hotel

2022 – Present

Director  
A Metaverse Company Limited  
Distributor of dietary supplements

2008 - 2011

Sales Manager, Renaissance  
Bangkok Ratchaprasong Hotel  
Maneeya Realty Company  
Hotel

2018 - 2022

Assistant Sales Manager and  
Business Development  
Siam Sindhorn Company Limited  
Real Estate Development

2006 - 2008

Sales Executive  
The Erawan Group Public  
Company Limited  
Hotel

2013 - 2018

Senior Sales Manager,  
Pullman Bangkok King Power Hotel  
King Power Hotel Management  
Company Limited  
Hotel

2002 - 2006

Sales Executive  
CB Richard Ellis Company Limited  
Hotel and Services Apartment

Shareholding Proportion (%) No

Family Relation between Directors  
and Executives No

## Miss Supaporn Kaewyai

Those assigned to be directly responsible for  
the supervision of bookkeeping

Starting Date : June 1, 2022

Age 39



### Educational qualifications /Training history

- ▶ Master's degree of Business Administration (Finance and Banking) Ramkhamhaeng University
- ▶ Bachelor's degree of Business Administration (Accounting) Ramkhamhaeng University

### Work experience

2022 – Present

Senior Accounting and Finance  
manager  
DOD Biotech PCL.

2021 – 2022

Assistant Accounting and Finance  
manager  
Firetrade Engineering PCL.

2022 – 2022

Senior Accounting and Finance  
manager  
Wang Thong Group PCL.

2013 - 2021

Audit Supervisor  
S.K ACCOUNTANT SERVICES  
COMPANY LIMITED

Shareholding Proportion (%) No

Family Relation between Directors  
and Executives No

## Miss Arachaporn Boonkerd

### Company Secretary

Appointment Date: March 1, 2023

Age 31



### Educational qualifications /Training history

- ▶ Bachelor's Degree in Information Communication and Technology (International Program), Mahidol University
- ▶ Investment Adviser for Complex Securities Type 3, Securities and Exchange Commission
- ▶ Company Secretary Program (CSP) Class 92/2018, Thai Institute of Directors (IOD)
- ▶ Preliminary to Corporate Sustainability Fiscal Year 2020, The Stock Exchange of Thailand

### Work experience

2021 – Present

Company Secretary and Executive Secretary  
DOD Biotech Public Company  
Manufacturing of dietary supplement

2020-2021

Executive Secretary  
EVEANDBOY Company Limited  
Wholesale of cosmetics

2018-2020

Company Secretary and Executive Assistant  
GMO-Z com Securities (Thailand) Public  
Company Limited.  
Securities brokerage

2015-2018

Executive Secretary  
Phillip Life Assurance Public Company  
Limited  
Life insurance

Shareholding Proportion (%) No

Family Relation between Directors  
and Executives No

## 7.2.2 Details of Heads of the Internal Audit

Name / Position / Appointment date	Age (Y)	Educational qualifications	Family Relationship with Executives	Proportion of shareholding in the company	Work experience in the past 5 years		
					Period	Position	Organization / Company Name
Ms. Woraluk Limsook Prasert  Internal Auditor - From external agencies (February 2020)	50	<ul style="list-style-type: none"> <li>- Accounting Master Thammasat University</li> <li>- Bachelor of Accounting</li> <li>- Second class honors University of the Thai Chamber of Commerce</li> <li>- Certified Public Accountant Thailand</li> <li>- TSQC1 In-depth Workshop on Monitoring and EQCR for Capital Market Auditing Firm</li> <li>- Compliance with standards Quality control 1<sup>st</sup> (TSQC1)</li> </ul>	-	-	2005 - present	Managing Director	Well Planning Solution Co., Ltd.
					2003 - 2004	Assistant manager	KPMG Phoomchai Audit Company Limited
					1995 - 2002	Senior Auditor Assistant	SGV Na Thalang Company Limited

Name / Position / Appointment date	Age (Y)	Educational qualifications	Family Relationship with Executives	Proportion of shareholding in the company	Work experience in the past 5 years		
					Period	Position	Organization / Company Name
Ms. Woraluk Limsook Prasert (Continued)		<ul style="list-style-type: none"> <li>- Compliance Guidelines Quality control 1st (TSQC1) for the audit firm</li> <li>- COSO - 2013 the latest internal control system framework Assess risks for planning the internal audit.</li> <li>- Keeping pace with financial reporting standards Internal integrated for computer based purchasing systems.</li> <li>- Integrated internal audits for sales and receivables.</li> <li>- IT Audit for Non IT Audit</li> </ul>					



Name / Position / Appointment date	Age (Y)	Educational qualifications	Family Relationship with Executives	Proportion of shareholding in the company	Work experience in the past 5 years		
					Period	Position	Organization / Company Name
Ms. Woraluk Limsook Prasert (Continued)		<ul style="list-style-type: none"> <li>- Consolidated financial statements</li> <li>- Enterprise Risk Management Integrating with Strategy and Performance</li> <li>- Corrupt issues that organizations must be aware of. And Fraud Risk Performance</li> <li>- Corrupt issues that organizations must be aware of. And Fraud Risk Assessment</li> <li>- TFRS 15, Financial Reporting Standards on Revenue Recognition of the Business</li> <li>- Good knowledge of accounting for products</li> </ul>					

### 7.2.3 Details of Company's secretary

Name-Surname / Position / Appointment date	Age (Y)	Educational qualifications / Training history	Shareholding Proportion (%)	Family Relation between Directors and Executives	Work experience			
					Period	Position	Organization / Company Name	Type of business
<b>1. Mr. Dusit Chongsutthanamane</b> Acting Company Secretary  Appointment Date: November 12, 2021	52	<ul style="list-style-type: none"> <li>Master of Business Administration, Kasetsart University</li> <li>Bachelor of Engineering (Second Class Honor), Mahanakorn University of Technology</li> <li>Company Secretary Program (CSP) Class 74/ 2016</li> <li>Director Accreditation Program (DAP) Class 137/2017</li> </ul>	-	-	2023 – Present	Director	Kor Chaisaeng D.C. Company Limited	Consumer Goods Retail
					2015 – Present	Vice Chairman of the Board/ Chairman of the Audit Committee/ Chairman of the Nomination and Remuneration Committee/ Independent Director	DOD Biotech Public Company Limited	Manufacturing of dietary supplement
					2008 – Present	Chairman of Executive Director	Siri Assets Company Limited	Holding Company
					2008 – Present	Chairman of Board Director	Kin Author Company Limited	Corporate Finance advisory
					2005 – Present	Financial Committee and Corporate Secretary	Pranda Jewelry Public Company Limited	Production, Distribution and Retail of fine jewelry

Name-Surname / Position / Appointment date	Age (Y)	Educational qualifications / Training history	Shareholding Proportion (%)	Family Relation between Directors and Executives	Work experience			
					Period	Position	Organization / Company Name	Type of business
<b>2. Miss Arachaporn Boonkerd</b> Company Secretary  Appointment Date: March 1, 2023	31	<ul style="list-style-type: none"> <li>Bachelor's Degree in Information Communication and Technology (International Program),</li> <li>Investment Adviser for Complex Securities Type 3, Securities and Exchange Commission</li> <li>Company Secretary Program (CSP) Class 92/2561, Thai Institute of Directors (IOD)</li> <li>Preliminary to Corporate Sustainability Fiscal Year 2020, The Stock Exchange of Thailand</li> </ul>	-	-	2021 – Present	Company Secretary and Executive Secretary	DOD Biotech Public Company Limited	Manufacturing of dietary supplement
					2020 – 2021	Executive Secretary	EVEANDBOY Company Limited	Wholesale of cosmetics
					2018 – 2020	Company Secretary and Executive Assistant	GMO-Z com Securities (Thailand) Public Company Limited	Securities brokerage
					2015 – 2018	Executive Secretary	Phillip Life Assurance Public Company Limited	Life insurance

#### 7.2.4 Details of the directors of subsidiaries

Name	Company	Subsidiaries						
		DOD Healthy Life Co., Ltd	DOD Sales Power Co., Ltd	Siam Herbal Tech Co., Ltd	AK DOD Co., Ltd	PCCA Laboratory Co., Ltd	A Metaverse Co., Ltd.	DOD Infinite Co., Ltd.
1.Mr. Torlarp Chaichow	/, //, ///			/, ///			/	/
2. Mr. Aekphusit Boonsiriyotthakul	/, //, ///					/		
3. Miss Suvarin Korntong	/, //, ///	/	/	/	/	/	/	/

Remarks: / = Director

x = Chairman

// = Executive Committee

/// = Executive Officer

### 7.3 Information on committees

The Company's committees are comprised of the Audit Committee, Remuneration and Nomination Committee, and Executive Committee. They are responsible for performing specific duties and proposing matters for the Board to acknowledge or approve. Committees possess the rights and duties as specified in the scope of authorities for each committee below.

#### 7.3.1 Information of the Audit Committee

The Audit Committee is comprised of 3 members as follows:

Name	Position
1. Mr. Dusit Chongsutthanamanee	Chairman of the Audit Committee
2. Mr. Pongtep Thithapand	Member of the Audit Committee
3. Mrs. Apaporn Kosolkul	Member of the Audit Committee

Mr. Dusit Chongsutthanamanee is an individual with sufficient knowledge and experience to lead the review of the Company's financial statements and ensure their accuracy. He holds a Master of Business Administration from Kasetsart University and a Bachelor of Engineering (Second Class Honor) from the Mahanakorn University of Technology. He was a faculty in the 'Certificate of Business Advisor' program and the 'Certificate of Intelligent Investor' program of Kasetsart University. In addition, he had graduated from the Director Accreditation Program (DAP) Class 137/ 2017 as well as Company Secretary Program (CSP) Class 74/2016.

#### Scope of Authorities, Duties, and Responsibilities of the Audit Committee

1. Review and ensure that the Company has prepared accurate and reliable financial reports with adequate disclosure of information by working with a Certified Public Accountant and responsible executive officer(s).
2. Review and ensure that the Company has effective internal control and internal audit systems in place. Assess the independence of the Internal Audit Office as well as approve the appointment, transfer, or termination of the Head of the Internal Audit Office.
3. Review and ensure that the Company fully complies with all Securities and Securities Exchange law, SET regulations, and other laws applicable to the business.
4. Select and nominate qualified parties to be appointed as the company's external auditors along with the associated audit fee. The nomination should take into account the level of independence, credibility, availability of resources, experiences together with the workload of the auditors. Attend the meeting with a Certified Public Accountant, without the presence of the management, at least once a year.
5. Examine related transactions or transactions which may cause a conflict of interest and review their compliance with laws and regulatory requirements of the SET. This is to ensure that such transactions are appropriate and for the best interests of the Company.



6. Prepare the Report of the Audit Committee and disclose it in the annual reports of the Company. The report shall be signed by the Chairman of the Audit Committee and must consist of the following details as required by the SET.

- 6.1. Opinion on the accuracy, comprehensiveness, and reliability of the Company's financial reports
- 6.2. Opinion on the adequacy of the Company's internal audit system
- 6.3. Opinion on the compliance with all Securities and Securities Exchange law, SET regulations, and other laws applicable to the business
- 6.4. Opinion on the suitability of the external auditor
- 6.5. Opinion on the transactions which may cause a conflict of interest
- 6.6. Number of Audit Committee meetings held during the year and the attendance record of each committee member
- 6.7. Overall opinion or comments that the Audit Committee has received while performing duties specified by the Charter
- 6.8. Any other matters that the Audit Committee believes shareholders and general investors should be informed within scope of duties and responsibilities assigned by the Board

7. Review the Charter of the Audit Committee, assess the adequacy and suitability of the Charter based on circumstances that may change, and propose necessary modifications to the Board for approval.

8. Review the results of fraud investigation and set preventive measures in the organization

9. Review and comment on the suitability of an anti-corruption policy

10. While performing duties, if the Audit Committee finds or suspects any actions that may affect the financial status and operating performance of the Company, the Committee shall report the matter to the Board to resolve the problem.

10.1 The transaction with conflict of interest

10.2 Fraud, unusual item, or defect in the internal control system

10.3 Violation of Securities and Securities Exchange law, SET regulations, and other laws applicable to the business

If the Board or executives fail to address the issues promptly, any members of the Audit Committee may report such failure to the SEC.

11. Undertake other activities assigned by the Board that are agreed on by the Committee

The Company has hired an independent auditor, Well Planning Solution Co., Ltd., who is an internal audit firm and not related to the Company in any way, to audit the Company's internal control system and ensure that the system is appropriate and adequate.

### 7.3.2 Information of the Remuneration and Nomination Committee

The Remuneration and Nomination Committee is comprised of 3 members as follows:

Name	Position
1. Mr. Dusit Chongsutthanamanee	Chairman of the Remuneration and Nomination Committee
2. Mr. Pongtep Thithapand	Member of the Remuneration and Nomination Committee
3. Mrs. Apaporn Kosolkul	Member of the Remuneration and Nomination Committee

#### Scope of Authorities, Duties and Responsibilities of the Remuneration and Nomination Committee

The Remuneration and Nomination Committee has a scope of authorities and responsibilities as follows:

1. Propose the criteria and procedures for selecting Board members, executive directors, and senior management as well as setting their remuneration.
2. Search, select and nominate candidates with appropriate qualifications to be appointed as Board members, executive directors, and senior management to the Board.
3. Propose the criteria and procedures for performance appraisal of Board members, executive directors, and senior management to the Board.
4. Conduct a performance appraisal of Board members, executive directors, and senior management as assigned by the Board.
5. Review and modify the company's compensation management policy to be in line with the current condition of the labor market.
6. Chairman of the Remuneration and Nomination Committee shall effectively and efficiently lead the operations of the Committee to be following the scope of authorities and responsibilities specified above.

### 7.4 Information of the Executive Board of Directors

The Company's Executive Committee comprises 5 members as follows:

Name	Position
1. Mr. Torlarp Chaichow	Acting Chief Executive Officer
2. Mr. Aekphusit Boonsiriyotthakul	Chief Operating Officer
3. Miss Suwarin Korntong	Chief Financial Officer
4. Miss Darunee Khongbhakdee*	Chief Marketing Officer
5. Miss Watcharaporn Klabwongsa	Chief Administrative Officer

Remark : \*Miss Darunee Khongbhakdee has been appointed as the Chief Marketing Officer since January 1, 2023.

## Remuneration for Director and Executive Officers

### (a) Directors

The Company compensated directors according to the resolution approved in the Annual General Meeting of 2023 on April 2023 ,18. Compensation Guidelines for Directors, Remuneration and Nomination Committee members, and Audit Committee members are as follows :

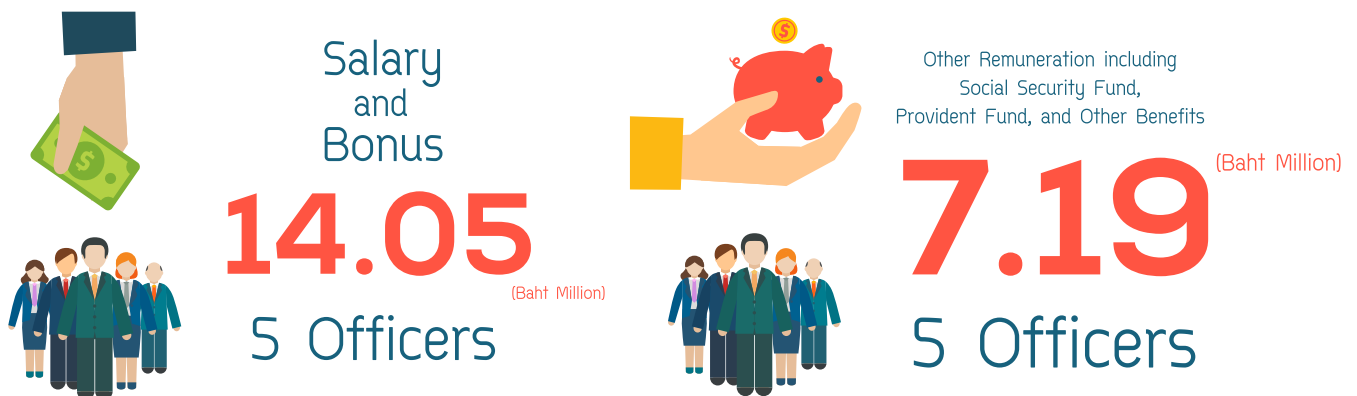
Position	Remuneration per month (Baht)	Meeting allowance /Times/ Person (Baht)
Chairman	55,000	5,000
Chairman of the Audit Committee	70,000	5,000
Chairman of the Remuneration and Nomination Committee	20,000	5,000
Members of the Audit Committee	45,000	5,000
Members of the Remuneration and Nomination Committee	5,000	5,000
Directors (who are not employees of the Company)	20,000	5,000

With the following exceptions:

- 1) Directors who are employees of the Company will not receive monthly remuneration.
- 2) Independence Director receive a monthly compensation of 20,000 baht.

### (b) Executive Committee and Executive Officers

## Remuneration 2023 Year<sup>1/</sup>



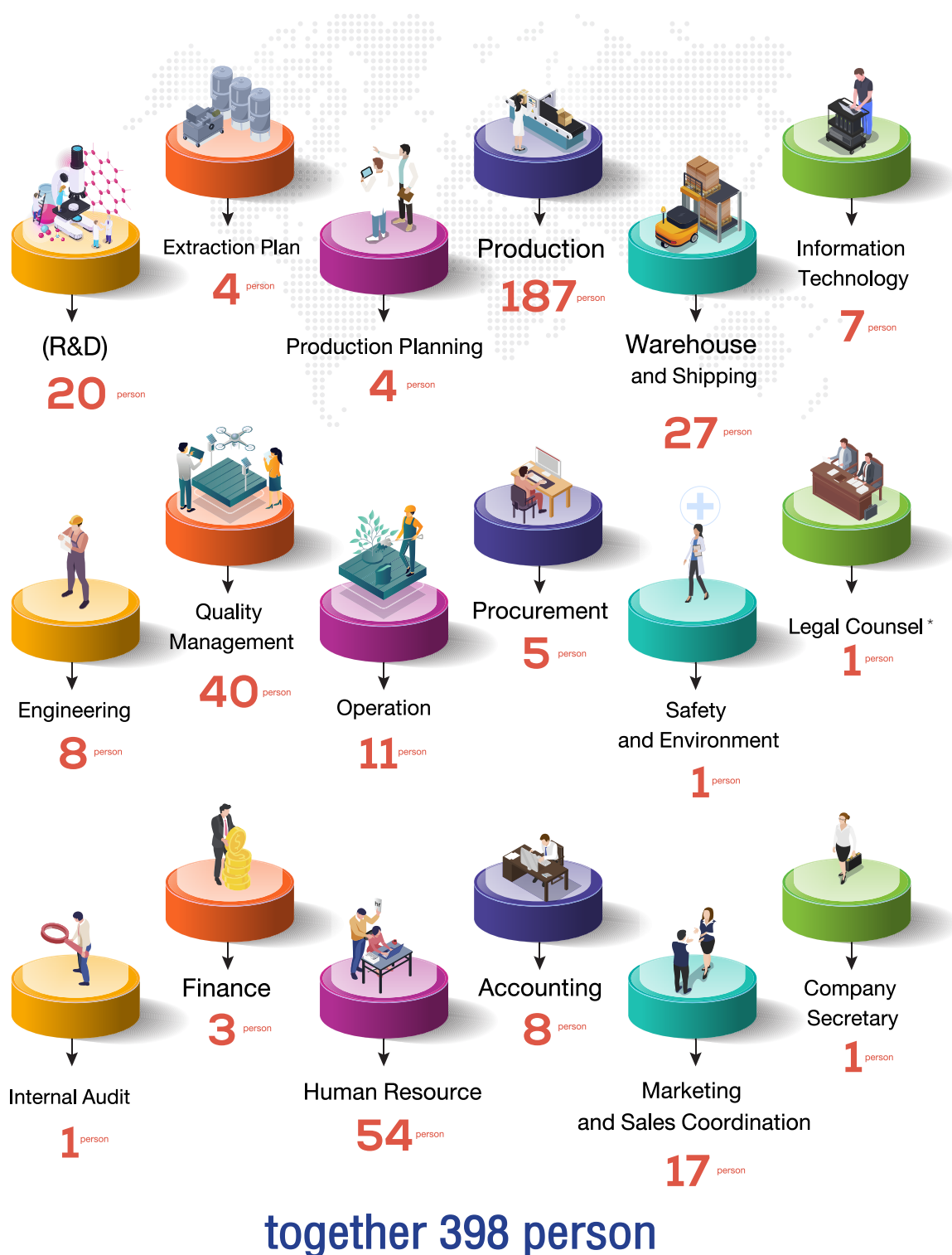
Remark:

<sup>1/</sup> During the year 2022, the Company had changes in management structure and executive officers. The information above was calculated and prorated to accurately reflect those changes based on an actual term of office of each individual.

## 7.5 Information of employees

### (a) Number of Employees

The number of employees as of December 31, 2023, the company had a total of 398 staff (excluding management), categorized according to their respective roles as follows:



Remark : \*In 2023, the company added one legal counsel position to its organizational structure.

## (b) Remuneration for Employees

the Company In 2023  
has paid a total of (Baht Million)  
**108.17**

in employee remuneration in a form of salary, bonus, overtime, social security, provident fund, and other benefits.



## (c) Provident Fund

The Company has set up a provident fund under the management of BBL Asset Management Co., Ltd. intending to enhance employee morale and incentivize long-term employment. We had given our employer contribution to the employee's provident fund since April 2017.



#### (d) Other Remuneration

There was no other remuneration for 2023.

#### (e) Policy on Employee Development

The Company places great emphasis on the continuous development of employees across tenure, intending to increase employees' capability and strengthen the company's competency for future business competitions.

We regularly create opportunities for employees to develop themselves and maximize their potential. This includes annual participation in training and seminars, both internal and external, to increase relevant skill sets based on their division and tenure. In addition, we also track and measure the effectiveness of knowledge gained, application of knowledge to real-world problems, and knowledge transfer to related teams and divisions.

### 7.6 Other significant information

7.6.1 Corporate Secretary, the person assigned to take the highest responsibility in Accounting and Finance, the person assigned to take direct responsibility for accounting supervision.

Name	Position
Mr. Dusit Chongsutthanamanee	Acting Company Secretary
Miss Suwarin Korntong	Chief Financial Officer
Miss Supaporn Kaewyai	Chief Accountant
Miss Arachaporn Boonkerd*	Company Secretary

Remark : \*Miss Arachaporn Boonkerd has been appointed as the company secretary since March 2023 ,1.

#### 7.6.2 Audit Fee

In 2023, the Company and its subsidiary have recorded the following fee for audit:

Unit : Baht

	Year 2023
Audit fee	3,940,000
Other fee (e.g. fee for BOI report review)	-
<b>Total fee</b>	<b>3,940,000</b>

The Annual General Meeting of 2023 had approved a budget for an audit fee in 2023 for the Company to be not more than Baht 2,500,000.



## 8. Report on key operating results on corporate governance

### 8.1 Summary of duty performance of the Board of Directors in the past year

The Board of Directors of DOD Biotech Public Company Limited realizes the importance of good Corporate Governance which the company should provide to support the Company's operations to achieve sustainable growth and to be accepted both within the country and abroad. Therefore, the Board of Directors is committed to complying with the principles of good Corporate Governance which consists of directors and executives with leadership, vision and responsibility. There is a management structure that is controlled and monitored, as well as the balance of power to create fair, ethical and transparent management, taking into account the equal rights of shareholders and stakeholders. To increase the competitiveness of the business which will affect the confidence of shareholders, investors and all stakeholders to operate the company's business efficiently, which have stability and sustainable growth as well as increasing investment value for shareholders in the long term.

The Board of Directors has formulated a good Corporate Governance policy for listed companies based on the principles of good Corporate Governance of the Stock Exchange of Thailand and continually taken into consideration, review, improvement and development to ensure that the performance of duties of the Board of Directors to be effective and good corporate governance regularly, which is an opportunity to review and improve the policy. To comply with the law-changing economic and social environment, the directors, executives and employees need to acknowledge and adhere.

#### 8.1.1 Selection, development and evaluation of duty performance of the Board of Directors.

The Company established the Nomination and Remuneration Committee to be responsible for determining the criteria and guidelines for the selection of qualified persons for the position of the Company's director, Executive and Senior Management, and select appropriately qualified persons to be proposed as directors to the Board of Directors. In recruiting, priority is given to persons with knowledge, abilities, experience and good work history, who have a broad vision, morality, ethics, and be able to devote enough time to benefit the company's business operations, as well as to determine the remuneration of the Company's directors and various committees to propose to the Board of Directors.

According to the Principles of Good Corporate Governance for Listed Companies 2012, it is suggested that listed companies' board of directors and committee members should assess their performance once a year. The assessment should be conducted as a whole as well as on an individual basis. To encourage the annual assessment conducted by listed companies, The Stock Exchange of Thailand has issued 3 self-assessment forms as follows :

Form 1 : Self-Assessment for the board of directors as a whole

Form 2 : Self-Assessment of the committee as a whole

Form 3 : Self-Assessment of the board of directors on an individual basis

The evaluation criteria are the percentage of the full score in each item as follows:

- 0 = Strongly disagree or never conducted
- 1 = Disagree or seldom conducted
- 2 = Fair or moderately conducted
- 3 = Agree or well-conducted
- 4 = Strongly agree or excellently conducted

(a) Self-Assessment for the board of directors as a whole consists of 4 topics:

1. The structure and qualifications of the Board of Directors are conducted under the following conditions, are appropriate and efficient.
2. The Board of Directors meeting is conducted under the following conditions, to perform their duties in meetings effectively.
3. In line with the duties and responsibilities of the board of directors, the board gives priority and devotes sufficient time to the following issues.
4. Other, such as the relationship between the board and management team is smooth, (the board does not intervene in the normal operation of the management team), Directors' self-development and training are encouraged, etc.

The summarizing the results of the Self-Assessment for the board of directors as a whole in 2023, the scores were excellent.

(b) Self-Assessment of the committee as a whole consists of 3 topics:

1. The structure and qualifications of the Board of Directors are conducted under the following conditions, are appropriate and efficient.
2. The Board of Directors meeting is conducted under the following conditions, to perform their duties in meetings effectively.
3. In line with the duties and responsibilities of the board of directors, the board gives priority and devotes sufficient time to the following issues.

The summarizing the Self-Assessment of the committee as a whole in 2023, the scores were excellent.

(c) Self-Assessment of the board of directors on an individual basis consists of 3 topics:

1. The Board of Directors structure and qualifications
2. The Board of Directors meeting
3. Roles, duties, and responsibilities of The Board of Directors

The summarizing the Self-Assessment of the board of directors on an individual basis in 2023, the scores were excellent.

### 8.1.2 Meeting attendance and remuneration paid to each Board member

#### The Board of Directors' meeting and remuneration

	Number of Attendance / Number of Meetings (Times)			
	2023			
	Board of Directors	Audit Committee	Executive Committee	Remuneration and Nomination Committee
1. Mrs. Apaporn Kosolkul	14/14	5/5		1/1
2. Mr. Dusit Chongsuttanamanee	14/14	5/5		1/1
3. Mr. Pongtep Thithapand	14/14	5/5		1/1
4. Mr. Torlarp Chaiyachow	14/14		13/13	
5. Mr. Aekphusit Boonsiriyotthakul	14/14		13/13	
6. Miss Suwarin Korntong	14/14		13/13	

#### The Board of Directors' remuneration

Name of Directors	Position	Remuneration per month (Baht)	Meeting allowance
		Year 2023	Year 2023
1. Mrs. Apaporn Kosolkul	Chairman of Board Directors/ Member of the Audit Committee / Member of the Remuneration and Nomination Committee	1,020,000	70,000
2. Mr. Dusit Chongsuttanamanee	Vice Chairman of Board Directors / Chairman of the Audit Committee / Chairman of the Remuneration and Nomination Committee	1,080,000	70,000
3. Mr. Pongtep Thithapand	Member of the Audit Committee / Member of the Remuneration and Nomination Committee	600,000	70,000
4. Mr. Torlarp Chaiyachow	Director	-	-
5. Mr. Aekphusit Boonsiriyotthakul	Director	-	-
6. Miss Suwarin Korntong	Director	-	-
Total		2,700,000	2,100,000

### 8.1.3 Control of subsidiaries and associated companies' business operation

The Company has established a policy to supervise and manage the business of its subsidiaries and/or associates to determine measures and mechanisms both directly and indirectly to enable the Company to be able to supervise and manage the business of subsidiaries and/or associated companies including monitoring for subsidiaries and/or associated companies to comply with various measures and mechanisms that can be set up as if it were the company's agency and under the company's policy including the law on public limited companies Civil and Commercial Code Law on securities and stock exchange, as well as announcements, regulations, rules, and other relevant laws to maintain interest in the Company's investments and subsidiaries and/or associated companies, details are as follows:

1) The Company will send a person to be the representative of the Company to become a director in each subsidiary and/or associated company according to the proportion of shareholding in each company to perform supervisory duties for subsidiaries and/or associates act following the law of Good Corporate Governance Policy including other policies of the Company being a director in each subsidiary and/or associated company will be considered and approved by the Board of Directors' meeting taking into account the suitability of each company.

2) The company must receive a business plan report, business expansion as well as joint investments with other entrepreneurs from subsidiaries and/or associates through the quarterly performance report, the company has the right to summon the subsidiary and/or affiliated company to clarify or submit documents to support such consideration which the subsidiary and/or associated company must strictly follow.

3) If a subsidiary and/or associated company has a transaction or take any action which is in the scope of or is the acquisition or disposition of assets under the Notification of the Capital Market Supervisory Board concerning the acquisition or disposition of assets or connected transactions under the Notification of the Capital Market Supervisory Board regarding related connected transactions which will result in the company. It is obliged to seek approval from relevant legal authorities before entering into the transaction. Subsidiaries and/or Associates can enter into the transaction or proceed with it only after receiving approval from the Board of Directors' meeting or the Company's shareholders' meeting or related agencies (depending on the case) already.

In addition, if in the transaction or some cases of the subsidiary and/or associated company, as a result, the Company is obliged to disclose information to the Stock Exchange of Thailand under the prescribed rules. Directors of such subsidiaries and/or associated companies are obliged to notify the Company's management. As soon as the Company know the subsidiaries and/or Associates will have a plan to enter into the transaction or such an incident.

4) The Company has a policy for its subsidiaries and/or associated companies to there is an internal control system that is suitable and sufficiently concise to prevent corruption that may occur with subsidiaries and/or associates. It is a channel for directors and executives of the Company to able to obtain information of subsidiaries and/or associates in monitoring the operating results and financial status transactions between subsidiaries and/or companies with directors and executives of subsidiaries and/or associated companies and making significant

transactions of subsidiaries and/or associates effectively. There is a mechanism to check the system in the subsidiary and/or associated company by giving the team of internal auditors and independent directors of the Company have direct access to information and have to report the results of the audit to the directors and the management of the company to ensure that the subsidiary and/or associated company has work system that has been established regularly is being followed.

5) The Company has a policy for directors and executives of subsidiaries and/or associated companies to must disclose and submit information of personal interests and related parties (Related Party) to the Company's Board of Directors to know the relationship and all actions with the company in a manner that may cause conflicts of interest and avoid making transactions that may cause conflicts of interest with the Company by the Board of Directors of the Subsidiary and/or Associated Company. It is responsible for notifying such matters to the Board of Directors of the Company knows within the time limit that the company set for information to support any decision or approval. The consideration will take into account the overall benefits of the company or subsidiary and/or associated company is important, must not participate in approving matters in which he or she is a stakeholder or conflict of interest both directly and indirectly. In addition, the following actions which result in damage to the directors, executives, or related persons of the subsidiary and/or associated companies are assumed to conflict with the benefits of Subsidiaries and/or Associates significantly.

- (a) Transactions between subsidiaries and/or joint corporations with directors, executives, or related persons that are not under the rules on connected transactions.
- (b) Working process of Company information or subsidiaries and/or associates that have been known, unless it is information that has been disclosed to the public.
- (c) Working process of property or business opportunities of the company or a subsidiary and/or an associate that violates the rules or general practice as prescribed by the Capital Market Supervisory Board.

6) The Company must obtain information or documents related to the operations of its subsidiaries and/or associates when requested as appropriate.

7) If the company found any significant issues, the company may inform subsidiary and/or associated companies to clarify and/or submit documents for the Company's consideration.

#### **8.1.4 Monitoring to ensure compliance with corporate governance policies and practices**

The company has established a manual on corporate governance principles and business ethics which stipulates the code of conduct for the board of directors, executives, and employees to operate on the principles of integrity and ethical preservation, and defining the Code of Conduct for conflicts of interest and anti-corruption policy which requires directors, executives, and employees to make decisions for the best interests of the company, and do not use their influence to obtain conflicts of interest or conflicts of interest with the Company and conduct business with transparency, and do not support any form of corruption. The company has set disciplinary penalties in the work regulations. In addition, the company has communicated a manual on the principles of corporate governance and business ethics. to current employees and new employees to acknowledge by assigning managers

of each department to communicate to employees in their department for acknowledgment through meetings, and put the Corporate Governance and Business Ethics Manual on the company's shared drive as well as a supporting document for the Company's new employee orientation. Requires an evaluation of compliance with the Code of Conduct by defining an ethical assessment. Code of Conduct and Integrity is one of the criteria used in the annual performance evaluation in respect of Competency according to the annual performance evaluation regulations. Report violations or non-compliance with laws, regulations, and rules immediately by providing various complaint channels such as comment boxes, letters, electronic mail, telephone, and complaint channels via the company's website sent to the company secretary office, the company has set penalties if any violation of such regulations which will consider penalties or solutions according to the severity of the offense committed under the rules and regulations of the Board of Directors is responsible for overseeing internal control in the organization by assigning the Audit Committee to have the powers and responsibilities. In reviewing that the Company has an appropriate internal control system, and effective and set up an internal audit system. The Company has hired an external consultant to conduct internal audits and the Company has established an internal audit office of the Company to carry out follow-up and report to the Audit Committee at least once a quarter.

## **8.2 Report on the results of duty performance of the Committee in the past year**

The Nomination and Remuneration Committee has performed its duties as assigned by the Board of Directors under the policy and charter of the Nomination and Remuneration Committee. It is responsible for nominating and selecting qualified persons to be nominated as directors to the Board of Directors. In recruiting, priority is given to persons with knowledge, abilities, experience, and good work history who have a broad vision, morality, and ethics, and be able to devote enough time to benefit the Company's operations as well as to determine the remuneration of the Company's directors and various committees to propose to the Board of Directors. During the year 2023, the Nomination and Remuneration Committee held 1 meeting, each time all 3 members attended the meeting. The conclusions from the meeting are as follows:

1. To consider persons who are qualified to serve as directors of the Company in place of 2 directors who have retired by using the criteria and methods of nominating according to the guidelines for considering as directors above. It was proposed that the directors who had retired be re-elected for another term by proposing to the Board of Directors meeting to bring to the shareholders' meeting.

2. Consider compensation and other benefits for the Company's directors and committees by considering to be appropriate with the duties and responsibilities by referring to the remuneration of directors from the same industry type. Including disclosing the remuneration of sub-committees and executives in the annual report to comply with the principles of good corporate governance.

3. Follow up on the annual performance evaluation of the Company's directors, committees, and Chief Executive Officer to review the performance of duties during the year according to the criteria in the Company's good corporate governance policy.



The Company has a risk management framework that covers both strategic, operations, finances, compliance, laws, and regulations by the management considers various risks that may affect business operations, and set up a corporate risk register. The Company's Risk Management Policy assigns all executives and employees of the Company to be responsible for identifying, assessing, and determining the manners of the risks in their departments. The company has a risk management system, including establishing clear measures to prevent and correct risks and those responsible including setting up measures for reporting and monitoring.



## 9. Internal control and related party transactions

### 9.1 Internal control

In the Board of Directors Meeting No. 2/2024, held on February 22, 2024, together with the attendance of 3 Audit Committee members, the Board had reviewed the internal control system of the Company for the year 2023 based on the internal control sufficiency evaluation guideline published by the SEC. The assessment of the Board was conducted based on inquiries with the management and the Audit Committee, who had reviewed and approved the internal control sufficiency evaluation based on audit reports and inquiries with Well Planning Solution Co., Ltd., an internal auditor of the Company. From the assessment of the Company's internal control system across five elements, namely control environment, risk assessment, control activities, information and communication, and monitoring, the Audit Committee had an opinion that the Company had an adequate and appropriate internal control system. The Company allocated an adequate amount of personnel to enable effective performance of internal control tasks. In addition, it also set up adequate control processes to prevent misuse or unauthorized use of corporate assets by directors or executives as well as to oversee transactions with persons who may have a conflict of interests or related persons.

#### Head of Internal Audit

The Company hired Well Planning Solution Co., Ltd. ("Internal auditor") to be an internal auditor of the Company. Well Planning Solution Co., Ltd. had appointed Miss Woraluck Limsookprasert\*, Managing Director, to be a person responsible for leading and conducting internal audit tasks for the Company.

The Audit Committee had reviewed the qualifications of Miss Woraluck Limsookprasert and had an opinion that she possessed an adequate level of independence, knowledge, capability, and prior work experience in internal audit to lead and conduct internal audit tasks for the Company.

As such, the approval, appointment, and transfer of the Company's Head of Internal Audit must obtain approval or agreement from the Audit Committee.

Remark: \*Background check of persons assigned to conduct internal audit can be reviewed in Form 56-1 One Report of 2023



## 9.2 Related party transactions

For the ended 31 December 2023, the Company has no related transactions with connected persons / juristic persons.

### Policy on Future Related Transactions

Future related transactions of the Company will be conducted as parts of normal business, without any special favors or transfer of benefits between the Company, subsidiaries, and persons who may have a conflict of interests. Pricing will be set at general market prices and comparable to prices offered to unrelated companies. Purchase of goods or raw material from connected parties will follow contract agreement or prevailing market rates. The Audit Committee, company's auditor, or independent expert will review and comment on the appropriateness of the price and rationality of the transaction and will disclose information on the type, value, and rationale for all related transactions in the annual report and present to the Annual General Meeting of the year.

In addition, the Board of Directors shall ensure compliance to the Securities and Exchange Act along with other regulations, notifications, and requirements specified by the SET. The Board of Directors shall also ensure conformance to the accounting standards concerning disclosure of related transactions and acquisition and sale of important assets of the Company and its subsidiaries, as specified by The Institute of Certified Accountants and Auditor of Thailand.

In cases where the Company, or its subsidiaries, conducts a related transaction with persons who may have a conflict of interests, the Audit Committee shall comment on the necessity and appropriateness of the transaction. If the Audit Committee does not possess the knowledge or specialization required, an independent expert or company's auditor may express an opinion on such transaction to assist directors or shareholders in decision making. Information on related transactions shall be disclosed in the note to the Company's audited financial statements.

# 3



***Financial Statements***



# Independent Auditor's Report

## To the Shareholders of DOD Biotech Public Company Limited

### Opinion

I have audited the accompanying consolidated financial statements of DOD Biotech Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2023, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of DOD Biotech Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of DOD Biotech Public Company Limited and its subsidiaries and of DOD Biotech Public Company Limited as at 31 December 2023, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

### Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in *the Auditor's Responsibilities for the Audit of the Financial Statements* section of my report. I am independent of the Group in accordance with the *Code of Ethics for Professional Accountants including Independence Standards* issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

### Key Audit Matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

I have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond to each matter are described below.

#### *Revenue recognition*

Revenues from sales is a significant account of the Group because the amount that is recorded in the account directly affects the Group's annual profit or loss. Therefore, I have focused on the amount and timing of revenue recognition of the Group.

I have examined the revenue recognition of the Group by assessing and testing the Group's internal controls with respect to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and randomly selecting representative samples to test the operation of the designed controls, performing analytical procedures on correlational data of sales transactions, debt records and cash receipts occurring during the year. In addition, on a sampling basis, I have examined supporting documents for actual sales transactions occurring near the end of the accounting period, reviewed credit notes that the Group issued after the period-end and performed analytical procedures on disaggregated data to detect possible irregularities in sales transactions throughout the period, particularly for accounting entries made through journal vouchers.

#### **Other Information**

Management is responsible for the other information. The other information comprise the information included in annual report of the Group, but does not include the financial statements and my auditor's report thereon. The annual report of the Group is expected to be made available to me after the date of this auditor's report.

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

When I read the annual report of the Group, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

#### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.



In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
  - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements.
- I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

I am responsible for the audit resulting in this independent auditor's report.

Sumesa Tangyoosuk

Certified Public Accountant (Thailand) No. 7627

EY Office Limited

Bangkok: 22 February 2024

DOD Biotech Public Company Limited and its subsidiaries

Statements of financial position

As at 31 December 2023

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	7	67,989,133	30,268,499	21,400,775	10,973,443
Trade and other receivables	8	111,642,636	57,289,979	98,580,653	64,743,026
Inventories	9	150,402,602	98,027,870	90,082,356	80,652,616
Short-term loans to a subsidiary	6	-	-	88,850,000	45,000,000
Other current assets		41,921,359	11,543,581	4,938,011	11,014,270
<b>Total current assets</b>		<b>371,955,730</b>	<b>197,129,929</b>	<b>303,851,795</b>	<b>212,383,355</b>
<b>Non-current assets</b>					
Restricted bank deposits	10	17,055,985	16,994,447	15,616,467	15,558,705
Other non-current financial assets	11	2,600,000	2,600,000	2,600,000	2,600,000
Long-term loans to subsidiaries	6	-	-	218,337,670	218,337,670
Investments in subsidiaries	12	-	-	320,771,373	238,607,245
Property, plant and equipment	13	862,417,579	905,830,838	477,224,449	505,474,110
Right-of-use assets	14	53,414,398	57,171,443	2,462,954	3,251,954
Goodwill	12	252,359	-	-	-
Other intangible assets	15	50,477,167	5,569,127	3,912,471	4,952,894
Deferred tax assets	24	90,636,485	92,537,948	89,925,179	92,438,792
Other non-current assets		8,829,589	13,083,864	497,383	497,383
<b>Total non-current assets</b>		<b>1,085,683,562</b>	<b>1,093,787,667</b>	<b>1,131,347,946</b>	<b>1,081,718,753</b>
<b>Total assets</b>		<b>1,457,639,292</b>	<b>1,290,917,596</b>	<b>1,435,199,741</b>	<b>1,294,102,108</b>

The accompanying notes are an integral part of the financial statements.

DOD Biotech Public Company Limited and its subsidiaries

Statements of financial position (continued)

As at 31 December 2023

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2023	2022	2023	2022
Liabilities and shareholders' equity					
Current liabilities					
Bank overdrafts and short-term loans from banks	16	110,489,320	138,698,839	110,489,320	138,698,839
Short-term loans from related parties	6	-	10,000,000	-	10,000,000
Trade and other payables	17	116,508,490	110,242,592	86,145,781	97,817,866
Current portion of long-term loans	18	2,120,000	19,814,754	2,120,000	17,189,754
Current portion of lease liabilities	14	2,795,745	2,621,222	673,825	722,711
Income tax payable		21,184,561	1,657,078	10,741,536	1,657,078
Other current liabilities		29,700,359	21,076,561	28,655,602	16,299,733
Total current liabilities		282,798,475	304,111,046	238,826,064	282,385,981
Non-current liabilities					
Long-term loans, net of current portion	18	-	2,120,000	-	2,120,000
Lease liabilities, net of current portion	14	53,285,429	55,823,566	919,869	1,593,694
Provision for long-term employee benefits		10,716,680	7,678,796	7,160,155	7,183,014
Deferred tax liabilities	24	18,491,888	10,681,665	-	-
Other non-current liabilities		12,286,601	16,870,762	6,220,087	10,595,644
Total non-current liabilities		94,780,598	93,174,789	14,300,111	21,492,352
Total liabilities		377,579,073	397,285,835	253,126,175	303,878,333

The accompanying notes are an integral part of the financial statements.

DOD Biotech Public Company Limited and its subsidiaries

Statements of financial position (continued)

As at 31 December 2023

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
<b>Shareholders' equity</b>					
Share capital	19				
Registered					
689,943,121 ordinary shares					
of Baht 0.50 each					
(2022: 615,000,739					
ordinary shares of					
Baht 0.50 each)		343,471,561	307,500,370	343,471,561	307,500,370
Issued and fully paid-up					
450,414,285 ordinary shares					
of Baht 0.50 each					
(2022: 410,000,494					
ordinary shares of					
Baht 0.50 each)		225,207,143	205,000,247	225,207,143	205,000,247
Share premium	19	1,050,539,383	890,845,707	1,050,539,383	890,845,707
Warrants	19	-	20,500,024	-	20,500,024
Surplus arising from change in					
ownership interest in a subsidiary	12	7,345,437	4,666,639	-	-
Retained earnings (deficits)					
Appropriated-statutory reserve	20	9,600,000	9,600,000	9,600,000	9,600,000
Unappropriated		(234,756,114)	(243,460,391)	(103,272,960)	(135,722,203)
Equity attributable to owners of the					
Company		1,057,935,849	887,152,226	1,182,073,566	990,223,775
Non-controlling interests of the					
subsidiaries		22,124,370	6,479,535	-	-
<b>Total shareholders' equity</b>		<b>1,080,060,219</b>	<b>893,631,761</b>	<b>1,182,073,566</b>	<b>990,223,775</b>
<b>Total liabilities and shareholders' equity</b>		<b>1,457,639,292</b>	<b>1,290,917,596</b>	<b>1,435,199,741</b>	<b>1,294,102,108</b>

The accompanying notes are an integral part of the financial statements.

DOD Biotech Public Company Limited and its subsidiaries

Statement of comprehensive income

For the year ended 31 December 2023

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
<b>Profit or loss:</b>					
<b>Continued operation</b>					
<b>Revenues</b>					
Revenue		678,153,999	537,158,778	450,771,331	531,703,155
Other income		31,945,698	11,173,441	24,479,995	10,654,179
<b>Total revenues</b>		<u>710,099,697</u>	<u>548,332,219</u>	<u>475,251,326</u>	<u>542,357,334</u>
<b>Expenses</b>					
Cost of sales		415,212,114	396,656,992	318,026,038	394,447,611
Selling and distribution expenses		84,072,867	16,860,077	21,981,787	16,565,550
Administrative expenses		163,964,500	146,192,445	91,858,814	113,447,164
Other expenses	21	(10,038,994)	405,861,352	4,198,333	418,831,429
<b>Total expenses</b>		<u>653,210,487</u>	<u>965,570,866</u>	<u>436,064,972</u>	<u>943,291,754</u>
<b>Operating profit (loss)</b>		<u>56,889,210</u>	<u>(417,238,647)</u>	<u>39,186,354</u>	<u>(400,934,420)</u>
Finance income		259,261	107,936	16,557,441	13,822,224
Finance cost		(8,267,274)	(7,094,795)	(5,310,957)	(4,096,411)
<b>Profit (loss) before income tax</b>		<u>48,881,197</u>	<u>(424,225,506)</u>	<u>50,432,838</u>	<u>(391,208,607)</u>
Income tax benefits (expenses)	24	(28,056,730)	79,107,176	(19,501,119)	77,153,019
<b>Profit (loss) for the year from continued operation</b>		<u>20,824,467</u>	<u>(345,118,330)</u>	<u>30,931,719</u>	<u>(314,055,588)</u>
<b>Discontinued operation</b>					
Loss for the year from discontinued operation - net of income tax	22	(14,452,462)	(60,030,560)	-	-
<b>Profit (loss) for the year</b>		<u>6,372,005</u>	<u>(405,148,890)</u>	<u>30,931,719</u>	<u>(314,055,588)</u>

The accompanying notes are an integral part of the financial statements.



DOD Biotech Public Company Limited and its subsidiaries

Statement of comprehensive income (continued)

For the year ended 31 December 2023

(Unit: Baht)

	Consolidated		Separate	
	financial statements		financial statements	
Note	2023	2022	2023	2022
Other comprehensive income:				
Other comprehensive income not to be reclassified to profit or loss in subsequent periods				
Actuarial gains - net of income tax	1,517,524	-	1,517,524	-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax	1,517,524	-	1,517,524	-
Other comprehensive income for the year	1,517,524	-	1,517,524	-
Total comprehensive income for the year	7,889,529	(405,148,890)	32,449,243	(314,055,588)

The accompanying notes are an integral part of the financial statements.

DOD Biotech Public Company Limited and its subsidiaries

Statement of comprehensive income (continued)

For the year ended 31 December 2023

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
<b>Profit (loss) attributable to:</b>					
Equity holders of the Company					
Profit (loss) for the year from					
continued operation		20,193,969	(342,964,919)	30,931,719	(314,055,588)
Loss for the year from discontinued					
operation		(13,007,216)	(55,369,124)		
		<u>7,186,753</u>	<u>(398,334,043)</u>		
Non-controlling interests of the					
subsidiaries					
Profit (loss) for the year from					
continued operation		630,498	(2,153,411)		
Loss for the year from discontinued					
operation		(1,445,246)	(4,661,436)		
		<u>(814,748)</u>	<u>(6,814,847)</u>		
<b>Total</b>		<u>6,372,005</u>	<u>(405,148,890)</u>		

The accompanying notes are an integral part of the financial statements.

DOD Biotech Public Company Limited and its subsidiaries

Statement of comprehensive income (continued)

For the year ended 31 December 2023

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
<b>Total comprehensive income attributable to:</b>					
Equity holders of the Company					
Profit (loss) for the year from continued operation		21,711,493	(342,964,919)	32,449,243	(314,055,588)
Loss for the year from discontinued operation		(13,007,216)	(55,369,124)		
		<u>8,704,277</u>	<u>(398,334,043)</u>		
Non-controlling interests of the subsidiaries					
Profit (loss) for the year from continued operation		630,498	(2,153,411)		
Loss for the year from discontinued operation		(1,445,246)	(4,661,436)		
		<u>(814,748)</u>	<u>(6,814,87)</u>		
<b>Total</b>		<u>7,889,529</u>	<u>(405,148,890)</u>		
<b>Earnings (loss) per share</b>					
Basic earnings (loss) per share	25				
Profit (loss) for the year from continued operation		0.05	(0.84)	0.07	(0.77)
Loss for the year from discontinued operation		(0.03)	(0.03)		
		<u>0.02</u>	<u>(0.97)</u>		

The accompanying notes are an integral part of the financial statements.

# DOD Biotech Public Company Limited and its subsidiaries

## Statement of changes in shareholders' equity

For the year ended 31 December 2023

	Consolidated financial statements								(Unit: Baht)
	Equity attributable to owners of the Company								
	Issued and paid-up share capital	Share premium	Warrants	Surplus (deficit) arising from change in ownership interest in a subsidiary	Retained earnings (deficits)		Total equity attributable to owners of the Company	Non-controlling interests of the subsidiaries	
Appropriated					Unappropriated				
Balance as at 1 January 2022	205,000,247	890,845,689	20,500,024	(264,931)	9,600,000	154,873,652	1,280,554,681	(18,259,958)	1,262,294,723
Loss for the year	-	-	-	-	-	(398,334,043)	(398,334,043)	(6,814,847)	(405,148,890)
Other comprehensive income for the year	-	-	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	(398,334,043)	(398,334,043)	(6,814,847)	(405,148,890)
Exercise of the right to convert the warrants	-	18	-	-	-	-	18	-	18
Bankruptcy of a subsidiary	-	-	-	-	-	-	-	15,225,680	15,225,680
Acquisition of investments in subsidiaries (Note 12)	-	-	-	-	-	-	-	1,250,000	1,250,000
Sales of investment in a subsidiary without loss of control (Note 12)	-	-	-	4,931,570	-	-	4,931,570	15,078,660	20,010,230
Balance as at 31 December 2022	205,000,247	890,845,707	20,500,024	4,666,639	9,600,000	(243,460,391)	887,152,226	6,479,535	893,631,761

The accompanying notes are an integral part of the financial statements.

DOD Biotech Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity (continued)

For the year ended 31 December 2023

Consolidated financial statements									(Unit: Baht)
Equity attributable to owners of the Company									
				Surplus (deficit) arising from change in ownership interest in a subsidiary	Retained earnings (deficits)		Total equity attributable to owners of the Company	Non-controlling interests of the subsidiaries	
	Issued and paid-up share capital	Share premium	Warrants		Appropriated	Unappropriated			
Balance as at 1 January 2023	205,000,247	890,845,707	20,500,024	4,666,639	9,600,000	(243,460,391)	887,152,226	6,479,535	893,631,761
Profit for the year	-	-	-	-	-	7,186,753	7,186,753	(814,748)	6,372,005
Other comprehensive income for the year	-	-	-	-	-	1,517,524	1,517,524	-	1,517,524
Total comprehensive income for the year	-	-	-	-	-	8,704,277	8,704,277	(814,748)	7,889,529
Increase in share capital (Note 19)	20,206,860	139,192,401	-	-	-	-	159,399,261	-	159,399,261
Exercise of the right to covert the warrants (Note 19)	36	1,258	(7)	-	-	-	1,287	-	1,287
Transfer warrants to share premium (Note 19)	-	20,500,017	(20,500,017)	-	-	-	-	-	-
Dissolution of a subsidiary (Note 12)	-	-	-	-	-	-	-	(65,878)	(65,878)
Acquisition of investments in subsidiaries (Note 12)	-	-	-	-	-	-	-	11,707,762	11,707,762
Sales of investment in a subsidiary without loss of control (Note 12)	-	-	-	2,678,798	-	-	2,678,798	4,817,699	7,496,497
Balance as at 31 December 2023	225,207,143	1,050,539,383	-	7,345,437	9,600,000	(234,756,114)	1,057,935,849	22,124,370	1,080,060,219

The accompanying notes are an integral part of the financial statements.

DOD Biotech Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity (continued)

For the year ended 31 December 2023

	Separate financial statements					(Unit: Baht)
	Issued and paid-up share capital	Share premium	Warrants	Retained earnings (deficits)		
Appropriated				Unappropriated		
Balance as at 1 January 2022	205,000,247	890,845,689	20,500,024	9,600,000	178,333,385	1,304,279,345
Loss for year	-	-	-	-	(314,055,588)	(314,055,588)
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	(314,055,588)	(314,055,588)
Exercise of the right to convert the warrants	-	18	-	-	-	18
Balance as at 31 December 2022	205,000,247	890,845,707	20,500,024	9,600,000	(135,722,203)	990,223,775

The accompanying notes are an integral part of the financial statements.



DOD Biotech Public Company Limited and its subsidiaries  
Statement of changes in shareholders' equity (continued)  
For the year ended 31 December 2023

(Unit: Baht)

	Separate financial statements				
	Issued and paid-up share capital	Share premium	Warrants	Retained earnings (deficits)	Total shareholders' equity
<b>Balance as at 1 January 2023</b>	205,000,247	890,845,707	20,500,024	9,600,000	990,223,775
Profit for the year	-	-	-	-	30,931,719
Other comprehensive income for the year	-	-	-	-	1,517,524
Total comprehensive income for the year	-	-	-	-	32,449,243
Increase in share capital (Note 19)	-	20,500,017	(20,500,017)	-	-
Exercise of the right to convert the warrants (Note 19)	36	1,258	(7)	-	1,287
Transfer warrants to share premium (Note 19)	20,206,860	139,192,401	-	-	159,399,261
<b>Balance as at 31 December 2023</b>	<b>225,207,143</b>	<b>1,050,539,383</b>	<b>-</b>	<b>9,600,000</b>	<b>1,182,073,566</b>

The accompanying notes are an integral part of the financial statements.

DOD Biotech Public Company Limited and its subsidiaries

Cash flow statement

For the year ended 31 December 2023

(Unit : Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
<b>Cash flows from operating activities</b>				
Profit (loss) before tax from continued operation	48,881,197	(424,225,506)	50,432,838	(391,208,607)
Loss before tax from discontinued operation	(15,824,495)	(61,402,594)	-	-
Profit (loss) before tax	33,056,702	(485,628,100)	50,432,838	(391,208,607)
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	73,466,463	64,502,105	34,386,224	36,614,573
Write-off withholding tax	-	118,181	-	118,181
Write-off other receivables	-	-	29,736	-
Impairment loss on financial assets (reversal)	(10,048,994)	404,635,902	3,061,266	418,645,214
Reduction of inventory cost to net realisable value (reversal)	(2,506,209)	(35,161,296)	(2,506,209)	15,354,168
Impairment loss on investments in subsidiaries	-	-	1,137,067	186,215
Loss (gain) on sales and disposal of assets	64,707	(1,213,732)	55,649	(1,040,633)
Provision for long-term employee benefits	3,167,490	2,304,738	1,874,046	1,808,956
Loss on sales of investments in subsidiary	-	-	1,383,503	4,089,770
Loss from written-off a subsidiary	-	13,416,204	-	-
Finance income	(266,134)	(108,773)	(16,557,441)	(13,822,224)
Finance cost	8,332,115	6,584,431	5,310,957	4,096,411
Profit (loss) from operating activities before changes in operating assets and liabilities	105,266,140	(30,550,340)	78,607,636	74,842,024
Operating assets (increase) decrease				
Trade and other receivables	(43,443,701)	(124,572,262)	(20,450,144)	(132,084,318)
Inventories	(8,155,704)	48,023,506	(6,923,530)	(15,072,368)
Other current assets	(19,221,134)	909,517	951,681	(2,530,725)
Other non-current assets	4,324,275	(6,216,667)	-	-

The accompanying notes are an integral part of the financial statements.

DOD Biotech Public Company Limited and its subsidiaries

Cash flow statement (continued)

For the year ended 31 December 2023

(Unit : Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Operating liabilities increase (decrease)				
Trade and other payables	(8,930,679)	(7,646,674)	(11,685,402)	(5,342,849)
Other current liabilities	7,410,851	(4,587,857)	12,355,869	(789,705)
Other non-current liabilities	<u>(4,584,161)</u>	<u>1,435,019</u>	<u>(4,375,557)</u>	<u>1,305,778</u>
Cash flows from (used in) operating activities	32,665,887	(123,205,758)	48,480,553	(79,672,163)
Interest received	215,035	108,787	78,955	85,403
Interest paid	(5,342,226)	(4,265,097)	(5,222,255)	(4,029,595)
Corporate income tax paid	(9,865,190)	(3,345,717)	(8,282,429)	(3,122,398)
Corporated income tax received	<u>5,124,578</u>	<u>-</u>	<u>5,124,578</u>	<u>-</u>
<b>Net cash flows from (used in) operating activities</b>	<u>22,798,084</u>	<u>(130,707,785)</u>	<u>40,179,402</u>	<u>(86,738,753)</u>
<b>Cash flows from investing activities</b>				
Increase in restricted bank deposits	(61,538)	(59,900)	(57,761)	(57,548)
Net cash paid for purchase of investment in a subsidiary	(71,657,571)	-	(92,249,970)	(1,250,000)
Proceeds from sales of investment in a subsidiary	-	-	7,496,497	20,010,230
Decrease from written-off a subsidiary	-	(192,179)	-	-
Cash received from dissolution of a subsidiary	-	-	68,775	-
Increase in short-term loans to subsidiary	-	-	(43,850,000)	(45,000,000)
Acquisition of plant, equipment and other intangible assets	(18,074,747)	(63,290,781)	(4,362,789)	(23,325,580)
Proceeds from sales of equipment	<u>-</u>	<u>1,423,486</u>	<u>-</u>	<u>1,072,971</u>
<b>Net cash flows used in investing activities</b>	<u>(89,793,856)</u>	<u>(62,119,374)</u>	<u>(132,955,248)</u>	<u>(48,549,927)</u>

The accompanying notes are an integral part of the financial statements.

DOD Biotech Public Company Limited and its subsidiaries

Cash flow statement (continued)

For the year ended 31 December 2023

(Unit : Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
<b>Cash flows from financing activities</b>				
Increase (decrease) in bank overdrafts and				
short-term loans from banks	(28,209,519)	61,698,839	(28,209,519)	61,698,839
Cash received from short-term loans from related parties	9,000,000	10,000,000	12,000,000	10,000,000
Repayment of short-term loans from related parties	(19,000,000)	-	(22,000,000)	-
Repayment of long-term loans	(19,814,754)	(26,136,000)	(17,189,754)	(22,800,000)
Payment of lease liabilities	(5,340,488)	(5,404,052)	(798,097)	(1,344,761)
Proceeds from sales of investment in a subsidiary				
without loss of control	7,496,497	20,010,230	-	-
Cash received from increase in share capital	159,400,548	18	159,400,548	18
Cash received from share from non-controlling interests				
of a subsidiary	1,250,000	1,250,000	-	-
Cash paid to non-controlling interest of a subsidiary				
from dissolution	(65,878)	-	-	-
<b>Net cash flows from financing activities</b>	<u>104,716,406</u>	<u>61,419,035</u>	<u>103,203,178</u>	<u>47,554,096</u>
<b>Net increase (decrease) in cash and cash equivalents</b>	37,720,634	(131,408,124)	10,427,332	(87,734,584)
Cash and cash equivalents at beginning of year	<u>30,268,499</u>	<u>161,676,623</u>	<u>10,973,443</u>	<u>98,708,027</u>
<b>Cash and cash equivalents at end of year</b>	<u>67,989,133</u>	<u>30,268,499</u>	<u>21,400,775</u>	<u>10,973,443</u>
<b>Supplemental cash flows information</b>				
Non-cash items consist of:				
Acquisition of motor vehicle under finance lease agreements	-	3,300,000	-	3,300,000

The accompanying notes are an integral part of the financial statements.

# DOD Biotech Public Company Limited and its subsidiaries

## Notes to consolidated financial statements

### For the year ended 31 December 2023

#### 1. General information

DOD Biotech Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Company is principally engaged in the manufacture and distribution of food supplements and health drinks of all kinds. The registered office of the Company is at 111, Moo 2, Tumbol Taa jeen, Amphor Muengsamutsakhon, Samut Sakhon.

#### 2. Basis of preparation

2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

#### 2.2 Basis of consolidation

a) The consolidated financial statements include the financial statements of DOD Biotech Public Company Limited (“the Company”) and the following subsidiary companies (“the subsidiaries”) (collectively as “the Group”):

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2023	2022
			Percent	Percent
<b>Direct subsidiaries</b>				
DOD Healthy Life Co., Ltd.	Holding business	Thailand	99.99	99.99
HY DOD Co., Ltd.	Dissolution	Thailand	-	51.00
DOD Sale Power Co., Ltd.	Advisory service	Thailand	70.00	70.00
Siam Herbal Tech Co., Ltd.	Manufacturing extraction	Thailand	86.83	90.24
AK DOD Co., Ltd.	Trading business	Thailand	51.00	51.00
A Metaverse Co., Ltd.	Supplementary business	Thailand	50.00	50.00
DOD Infinite Co., Ltd.	Holding business	Thailand	99.99	-

Company’s name	Nature of business	Country of incorporation	Percentage of shareholding	
			2023	2023
			Percent	Percent
Indirect subsidiary				
PCCA Laboratory Co., Ltd.	Manufacturing cosmetic business	Thailand	90.00	90.00
Auswell Life Co., Ltd.	Supplementary business	Thailand	89.29	-

Details of the changes in the structure of the Group during the current year are presented in Note 12 to the consolidated financial statements.

b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.

c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.

d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.

e) Material balances and transactions between the Group have been eliminated from the consolidated financial statements.

f) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

2.3 The separate financial statements present investments in subsidiaries under the cost method.

### 3. New financial reporting standards

3.1 Financial reporting standards that became effective in the current year

During the year, the Group has adopted the revised financial reporting standards which are effective for fiscal years beginning on or after 1 January 2023. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements.



3.2 Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2024

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after 1 January 2024. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The management of the Group believes that adoption of these amendments will not have any significant impact on the Group's financial statements.

#### **4. Significant accounting policies**

##### **4.1 Revenue and expense recognition**

###### **Sales of goods**

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally upon delivery of the goods. Revenue is measured at the amount of the consideration received or receivable, excluding value added tax, of goods supplied after deducting returns, discounts, allowances and price promotions to customers.

###### **Interest income**

Interest income is calculated using the effective interest method and recognized on an accrual basis. The effective interest rate is applied to the gross carrying amount of a financial asset, unless the financial assets subsequently become credit-impaired when it is applied to the net carrying amount of the financial asset (net of the expected credit loss allowance).

###### **Finance cost**

Interest expense from financial liabilities at amortised cost is calculated using the effective interest method and recognised on an accrual basis.

##### **4.2 Cash and cash equivalents**

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

##### **4.3 Inventories**

Finished goods and work in process are valued at the lower of cost (under the first-in, first-out method) and net realisable value. The cost of inventories includes all production costs and attributable factory overheads.

Raw materials, chemicals, spare parts and factory supplies are valued at the lower of average cost and net realisable value and are charged to production costs whenever consumed.

#### 4.4 Investments in subsidiaries

Investments in subsidiaries are accounted for in the separate financial statements using the cost method.

#### 4.5 Property, plant and equipment/Depreciation

Land is stated at cost. Buildings and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

**Depreciation of plant and equipment is calculated by reference to their costs on the straight-line basis over the following estimated useful lives:**

Land improvements	-	5 - 20 years
Buildings	-	30 years
Buildings improvements	-	5 - 30 years
Machinery and equipment	-	5 - 20 years
Furniture, fixtures and office equipment	-	5 years
Motor vehicles	-	5 years

Depreciation is included in determining income.

No depreciation is provided on land and assets under installation.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

#### 4.6 Intangible assets

Intangible assets acquired through business combination are initially recognised at their fair value on the date of business acquisition while intangible assets acquired in other cases are recognised at cost. Following the initial recognition, the intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on the straight-line basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

**A summary of the intangible assets with finite useful lives is as follows:**

	<u>Useful lives</u>
Computer software	5 years
Trademark	4 - 8 years
Customer relationships	10 years

#### 4.7 Business combination and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at the acquisition date fair value, the amount of any non-controlling interests in the acquiree and the acquisition date fair value of the Group's previously held equity interest in the acquiree, in a business combination achieved in stages.

For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

The Group measures the identifiable assets acquired and the liabilities assumed at acquisition date fair value, and classifies and designates them in accordance with the contractual terms, economic circumstances, and pertinent conditions as at the acquisition date.

Any contingent consideration to be transferred by the Group will be recognised at fair value at the acquisition date. A contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. A contingent consideration classified as an asset or liability is measured at fair value, with changes in fair value recognised in profit or loss.

Goodwill is initially recorded at cost, which equals the excess of cost of the business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of the business combination, the excess is immediately recognised as a gain in profit or loss.

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Group's cash-generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Group estimates the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

#### 4.8 Leases

At inception of contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

##### The Group as a lessee

The Group applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. At the commencement date of the lease (i.e. the date the underlying asset is available for use), the Group recognises right-of-use assets representing the right to use underlying assets and lease liabilities based on lease payments.

### *Right-of-use assets*

Right-of-use assets are measured at cost, less accumulated depreciation, any accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities initially recognised, initial direct costs incurred, and lease payments made at or before the commencement date of the lease less any lease incentives received.

Depreciation of right-of-use assets are calculated by reference to their costs on the straight-line basis over the shorter of their estimated useful lives and the lease term.

Right-of-use assets is buildings which has an estimated useful lives of 20 years.

If ownership of the leased asset is transferred to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

### *Lease liabilities*

Lease liabilities are measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be payable under residual value guarantees. Moreover, the lease payments include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

The Group discounted the present value of the lease payments by the interest rate implicit in the lease or the Group's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

### *Short-term leases and leases of low-value assets*

A lease that has a lease term less than or equal to 12 months from commencement date or a lease of low-value assets is recognised as expenses on a straight-line basis over the lease term.

## **4.9 Related party transactions**

Related parties comprise individuals or enterprises that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

They also include associates, and individuals or enterprises which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors, and officers with authority in the planning and direction of the Company's operations.

#### 4.10 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

#### 4.11 Impairment of non-financial assets

At the end of each reporting period, the Group performs impairment reviews in respect of the property, plant and equipment, right-of-use assets, and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. The Group also carries out annual impairment reviews in respect of goodwill. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

*An impairment loss is recognised in profit or loss.*

In the assessment of asset impairment (except for goodwill), if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Group estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal, which exceeds the carrying amount that would have been determined, is treated as a revaluation increase.

#### 4.12 Employee benefits

##### Short-term employee benefits

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

## Post-employment benefits

### *Defined contribution plans*

The Group and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Group. The fund's assets are held in a separate trust fund and the Groups contributions are recognised as expenses when incurred.

### *Defined benefit plans*

The Group has obligations in respect of the severance payments it must make to employees upon retirement under labor law. The Group treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from defined benefit plans are recognised immediately in other comprehensive income.

## 4.13 Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

## 4.14 Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

### *Current tax*

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

### *Deferred tax*

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Group recognises deferred tax liabilities for all taxable temporary differences while it recognises deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Group reviews and reduces the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Group records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.



#### 4.15 Financial instruments

The Group initially measures financial assets at its fair value plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs. However, trade receivables, that do not contain a significant financing component, are measured at the transaction price as disclosed in the accounting policy relating to revenue recognition.

##### **Classification and measurement of financial assets**

Financial assets are classified, at initial recognition, as to be subsequently measured at amortised cost, fair value through other comprehensive income (“FVOCI”), or fair value through profit or loss (“FVTPL”). The classification of financial assets at initial recognition is driven by the Group’s business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

##### ***Financial assets at amortised cost***

The Group measures financial assets at amortised cost if the financial asset is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate (“EIR”) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

##### ***Financial assets designated at FVOCI (equity instruments)***

Upon initial recognition, the Group can elect to irrevocably classify its equity investments which are not held for trading as equity instruments designated at FVOCI. The classification is determined on an instrument-by-instrument basis.

Gains and losses recognised in other comprehensive income on these financial assets are never recycled to profit or loss.

Dividends are recognised as other income in profit or loss, except when the dividends clearly represent a recovery of part of the cost of the financial asset, in which case, the gains are recognised in other comprehensive income.

Equity instruments designated at FVOCI are not subject to impairment assessment.

##### ***Financial assets at FVTPL***

Financial assets measured at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

## Classification and measurement of financial liabilities

Except for derivative liabilities, at initial recognition the Group's financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. In determining amortised cost, the Group takes into account any fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in profit or loss.

## Derecognition of financial instruments

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

## Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure (a lifetime ECL).

The Group considers a significant increase in credit risk to have occurred when contractual payments are more than 30 days past due and considers a financial asset as credit impaired or default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to have a significant increase in credit risk and to be in default using other internal or external information, such as credit rating of issuers.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

ECLs are calculated based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

#### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset, and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

#### **4.16 Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Group applies a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Group measures fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Group determines whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

### **5. Significant accounting judgements and estimates**

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows:

#### **Determining the lease term with extension and termination options - The Group as a lessee**

In determining the lease term, the management is required to exercise judgment in assessing whether the Group is reasonably certain to exercise the option to extend or terminate the lease, considering all relevant factors and circumstances that create an economic incentive for the Group to exercise either the extension or termination option. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to extend or to terminate.

### **Allowance for expected credit losses of trade receivables**

In determining an allowance for expected credit losses of trade receivables, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the forecast economic condition for groupings of various customer segments with similar credit risks. The Group's historical credit loss experience and forecast economic conditions may also not be representative of whether a customer will actually default in the future.

### **Allowance for loss on diminution in value of inventories**

The Group has provided allowance for obsolete inventories based upon the quantities of inventories which are no longer in the production plan. For slow-moving inventories, the Group estimates allowance based upon the quantities of inventories which are expected to be unsalable considering the actual sales information of the current year and sales plan for next year.

### **Property plant and equipment/Depreciation**

In determining depreciation of plant and equipment, the management is required to make estimates of the useful lives and residual values of the plant and equipment and to review estimate useful lives and residual values when there are any changes.

In addition, the management is required to review property, plant and equipment for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

### **Deferred tax assets**

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

## 6. Related party transactions

During the years, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Group and those related parties.

	(Unit: Thousand Baht)				
	<u>Consolidated</u>		<u>Separate</u>		<u>Transfer Pricing Policy</u>
	<u>financial statements</u>		<u>financial statements</u>		
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	
<u>Transactions with subsidiary companies</u>					
(eliminated from the consolidated financial statements)					
Sales of goods	-	-	51,701	-	Market price
Interest income	-	-	16,397	13,737	5% and 6% per annum  (2022: 5% and 6% per annum)
Other income	-	-	4,959	25	Contract price
Other expenses	-	-	314	75	Contract price

As at 31 December 2023 and 2022, the balances of the accounts between the Group and those related companies are as follows:

(Unit: Thousand Baht)				
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
<b>Trade and other receivables - related parties (Note 8)</b>				
Subsidiaries	-	-	94,097	76,944
Less: Allowance for expected credit losses	-	-	(64,770)	(51,640)
	-	-	29,327	25,304
<b>Other payables - related party (Note 17)</b>				
Subsidiary	-	-	-	80
	-	-	-	80
<b>Advance received for goods - related party</b>				
Subsidiary	-	-	542	-
	-	-	542	-

### Loans to subsidiaries

As at 31 December 2023 and 2022, the balances of loans between the Group and the movement in loans are as follows:

	(Unit: Thousand Baht)			
	Separate financial statements			
	Balance as at	Increase	Decrease	Balance as at
	1 January 2023	during the year	during the year	31 December 2023
<b>Loans to subsidiaries</b>				
<b>Short-term loan to subsidiary</b>				
Siam Herbal Tech Co., Ltd.	45,000	43,850	-	88,850
Total short-term loan to a subsidiary	45,000	43,850	-	88,850
<b>Long-term loans to subsidiaries</b>				
DOD Healthy Life Co., Ltd.	298,000	-	-	298,000
DOD Sale power Co., Ltd.	5,800	-	-	5,800
PCCA Laboratory Co., Ltd.	277,100	-	-	277,100
	580,900	-	-	580,900
Less: Allowance for expected credit losses	(362,562)	-	-	(362,562)
Total long-term loans to subsidiaries - net	218,338	-	-	218,338

Loans to subsidiaries carried interest 5 and 6 percent per annum with repayment at call.

### Short-term loans from related parties

As at 31 December 2023 and 2022, the balances of short-term loan from related parties and the movement in loan is as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statement			
	Balance as at	Increase	Decrease	Balance as at
	1 January 2023	during the year	during the year	31 December 2023
<b>Short-term loans from related parties</b>				
Major shareholder	10,000	9,000	(19,000)	-
Total short-term loans from related parties	10,000	9,000	(19,000)	-



(Unit: Thousand Baht)

	Separate financial statements			
	Balance as at 1 January 2023	Increase during the year	Decrease during the year	Balance as at 31 December 2023
<b>Short-term loans from related parties</b>				
Major shareholder	10,000	9,000	(19,000)	-
Auswell Life Co., Ltd. (Subsidiary)	-	3,000	(3,000)	-
Total short-term loans from related parties	10,000	12,000	(22,000)	-

Short-term loan from related parties carried 3 percent per annum with repayment on 27 June 2023.

Set out below is the movements in the allowance for expected credit losses of loans to related parties and accrued interest receivables.

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Beginning balance	-	-	414,202	402,137
Provision for expected credit loss	-	-	13,130	13,100
Write-off	-	-	-	(1,035)
Ending balance	-	-	427,332	414,202

### Directors and management's benefits

The Group had employee benefit expenses payable to their directors and management as below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Short-term employee benefits	33,540	33,613	20,351	25,608
Post-employment benefits	1,918	1,162	889	931
Total	35,458	34,775	21,240	26,539

### 7. Cash and cash equivalents

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Cash	142	115	66	82
Bank deposits	67,847	30,153	21,335	10,891
Total	67,989	30,268	21,401	10,973

As at 31 December 2023, bank deposits in saving accounts carried interests between 0.15 and 0.60 percent per annum (2022: between 0.05 and 0.35 percent per annum).

## 8. Trade and other receivables

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
<b>Trade receivables - related parties</b>				
Aged on the basis of due dates				
Past due				
Up to 3 months	-	-	596	-
Total trade receivables - related parties, net	-	-	596	-
<b>Trade receivables - unrelated parties</b>				
Aged on the basis of due dates				
Not yet due	49,711	37,789	48,974	37,190
Past due				
Up to 3 months	43,102	31,303	30,480	31,000
3 - 6 months	18	76,226	18	76,226
6 - 12 months	4,139	204,249	4,139	203,797
Over 12 months	396,795	111,705	385,624	100,977
Total	493,765	461,272	469,235	449,190
Less: Allowance for expected credit losses	(411,472)	(422,221)	(400,301)	(411,041)
Total trade receivables - unrelated parties, net	82,293	39,051	68,934	38,149
Total trade receivables - net	82,293	39,051	69,530	38,149
<b>Other receivables</b>				
Advances payment - unrelated parties	88	546	60	546
Other receivables - related parties	-	-	223	94
Other receivables - unrelated parties	16,579	17,665	882	716
Interest receivables - related parties	-	-	93,278	76,850
Interest receivables - unrelated parties	79	28	79	28
Accrued income - unrelated parties	13,305	-	-	-
Total	30,051	18,239	94,522	78,234
Less: Allowance for expected credit losses	(701)	-	(65,471)	(51,640)
Total other receivables - net	29,350	18,239	29,051	26,594
Total trade and other receivables - net	111,643	57,290	98,581	64,743

The normal credit term is 30 to 90 days.

Set out below is the movements in the allowance for expected credit losses of trade receivables.

(Unit: Thousand Baht)				
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Beginning balance	422,221	17,207	411,041	86,439
Provision for expected credit losses	10,521	405,014	10,521	405,545
Amount recovered	(21,270)	-	(21,261)	-
Amount written off	-	-	-	(80,943)
Ending balance	411,472	422,221	400,301	411,041

The significant increase in allowance for expected credit losses of trade receivables in 2022 of Baht 405 million was mainly due to the allowance for expected credit losses of an unrelated trade receivable which had long outstanding balance.

On 12 October 2023, the Company entered into a debt repayment memorandum with the debtor and the debtor's trading partner. Under the conditions specified in this memorandum, the counterparty will gradually repay the debt to the Company on a monthly basis without interest. During the year 2023, the Company has received payment of Baht 21 million.

## 9. Inventories

(Unit: Thousand Baht)						
Consolidated financial statements						
	Cost		Reduce cost to net realisable value		Inventories - net	
	2023	2022	2023	2022	2023	2022
Finished goods	63,710	17,699	(7,326)	(3,097)	56,384	14,602
Work in process	10,778	17,147	(1,942)	(1,169)	8,836	15,978
Raw materials	113,979	103,752	(28,796)	(36,304)	85,183	67,448
Total	188,467	138,598	(38,064)	(40,570)	150,403	98,028

(Unit: Thousand Baht)						
Separate financial statements						
	Cost		Reduce cost to net realisable value		Inventories - net	
	2023	2022	2023	2022	2023	2022
Finished goods	18,210	14,537	(7,326)	(3,097)	10,884	11,440
Work in process	4,346	5,429	(1,942)	(1,169)	2,404	4,260
Raw materials	105,590	101,257	(28,796)	(36,304)	76,794	64,953
Total	128,146	121,223	(38,064)	(40,570)	90,082	80,653

During the current year, the Group reversed the write-down of cost of inventories by Baht 2.5 million and reduced the amount of inventories recognised as expenses during the year (2022: Baht 49.3 million) (the Company only: Reversed the write-down of value of inventories by Baht 2.5 million, (2022: Reduced value of inventories to reflect the net realisable value by Baht 15.4 million)).

## 10. Restricted bank deposits

These represent fixed deposits pledged with the banks to secure bank overdrafts and short-term loans from bank.

## 11. Other non-current financial assets

	(Unit: Thousand Baht)	
	Consolidated and separate financial statements	
	2023	2022
<b>Equity instruments designated at FVOCI</b>		
Non-listed equity instruments	2,600	2,600
Total other non-current financial assets - net	2,600	2,600

## 12. Investments in subsidiaries

### 12.1 Details of investments in subsidiaries as presented in separate financial statements

Company	Percentage of shareholding		Paid-up capital		Cost method	
	2023	2022	2023	2022	2023	2022
	(%)	(%)	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
<b>Direct subsidiaries</b>						
DOD Healthy Life Co., Ltd.	99.99	99.99	1,000	1,000	1,000	1,000
HY DOD Co., Ltd.	-	51.00	-	500	-	255
DOD Sale power Co., Ltd.	70.00	70.00	2,000	2,000	1,400	1,400
Siam Herbal Tech Co., Ltd.	86.83	90.24	260,000	260,000	225,753	234,633
AK DOD Co., Ltd.	51.00	51.00	500	500	255	255
A Metaverse Co., Ltd.	50.00	50.00	5,000	2,500	2,500	1,250
DOD Infinite Co., Ltd.	99.99	-	91,000	-	91,000	-
Total					321,908	238,793
Less: Allowance for impairment of investments					(1,137)	(186)
Investments in subsidiaries, net					320,771	238,607



## 12.2 Changes of investments in subsidiaries of the Company

### HY DOD Co., Ltd.

During the current year, HY DOD Co., Ltd. registered its dissolution with Ministry of Commerce on 6 June 2023.

### Siam Herbal Tech Co., Ltd

During the year 2021, the Company entered into an agreement to sell part of its shareholding in SHT to a strategic investor and one of the Company's management ("investors"). The Company granted each investor rights to purchase ordinary shares of SHT in accordance with the terms and conditions stipulated in the agreement up to a maximum of 1,560,000 shares in total, or equivalent to approximately 60% of the issued and paid-up shares of SHT. The agreement expired on 7 December 2023.

During the year 2023 and 2022, the Company sold 88,000 shares and 241,000 shares of SHT, respectively. With details as follows.

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	2023	2022
Cash received from selling shares	7,496	20,010
Less: Non-controlling interests of the subsidiary	(4,818)	(15,079)
Surplus arising from change in ownership interest in a subsidiary	2,678	4,931

### **A Metaverse Co., Ltd.**

During the year 2022, the Company has invested in ordinary shares of A Metaverse Co., Ltd. (“AMV”) in the amount of 500,000 shares at Baht 2.5 per share, of Baht 1.25 million, representing 50% of the issued and paid-up shares of AMV, which was registered with the Department of Business Development on 13 December 2022.

On 28 April 2023, the Board of Directors’ Meeting passed a resolution approving the call for an additional payment on share, equivalent to 25 percent of the registered shares amounting to 1,000,000 shares with a par value of Baht 10 per share, totaling Baht of 2.5 million. The Company already made a payment of Baht 1.25 million.

### **DOD Infinite Co., Ltd.**

On 20 January 2023, the Board of Directors’ Meeting of the Company passed a resolution approving the incorporation of a new subsidiary, DOD Infinite Co., Ltd. (“DOD Infinite”), to operate an investment business, in which the Company invests 599,997 shares (equivalent to 99.99 percent of total issued and paid-up shares) with a par value of Baht 10 per share, totaling Baht 6 million. DOD Infinite already registered its incorporation with Ministry of Commerce on 20 January 2023.

On 6 April 2023, the Board of Directors’ Meeting of the Company passed a resolution approving an additional investment in DOD Infinite of Baht 85 million and an increase in DOD Infinite’s registered capital from Baht 6 million to Baht 91 million. DOD Infinite already registered the increase in its registered capital with the Ministry of Commerce on 9 May 2023.

No dividend received from subsidiaries during the year.

## **12.3 Investment of the subsidiary**

### **Auswell Life Co., Ltd.**

On 22 February 2023, the subsidiary, DOD Infinite Co., Ltd. (“DOD Infinite”), invested in Auswell Life Co., Ltd. (“AWL”) which is engaged in operating a dietary supplementary business, through the acquisition of 425,000 shares of AWL (equivalent to 89.29 percent of the total issued and paid-up shares) from the existing shareholders of AWL, at a price of Baht 205.65 per share, totaling Baht 87 million. DOD Infinite also paid short-term loan of AWL to existing shareholders of AWL of Baht 2.6 million.

The Company has undertaken the measurement of the identifiable assets acquired and liabilities assumed as of the acquisition date. The measurement was concluded. The details of the assets and liabilities of AWL as of the acquisition date are as follows.

(Unit: Thousand Baht)

	<u>Fair value</u>	<u>Carrying value</u>
Cash and cash equivalents	18,342	18,342
Trade and other receivables	809	809
Inventories	41,713	41,713
Other current assets	16,182	16,182
Equipment	2,264	1,546
Intangible assets	50,930	20
Deferred tax assets	353	353
Other non-current assets	70	70
Trade and other payables	(15,184)	(15,184)
Short-term loan from unrelated person	(2,600)	(2,600)
Unearned income	(42)	(42)
Other current liabilities	(3,139)	(3,139)
Provision for long-term employee benefits	(1,767)	(1,767)
Deferred tax liabilities	<u>(10,325)</u>	<u>-</u>
Total identifiable net assets	97,606	56,303
Less: Non-controlling interests' proportionate share of identifiable net assets of the acquiree	<u>(10,458)</u>	<u>(6,032)</u>
Identifiable net assets of the acquiree attributable to the Group's interest (89.29 percent)	<u>87,148</u>	<u>50,271</u>

	(Unit: Thousand Baht)
Cash paid for purchase of investment in subsidiary	87,400
Less: Identifiable net assets of the acquiree attributable to the Group's interest	<u>(87,148)</u>
Goodwill	<u>252</u>
	(Unit: Thousand Baht)
Cash paid for purchase of investment in subsidiary	87,400
Add: Paid short short-term loan of subsidiary	2,600
Less: Cash and cash equivalents of subsidiary	<u>(18,342)</u>
Net cash paid for purchase of investment in subsidiary	<u>71,658</u>

From 22 February 2023, AWL contributed revenues and profit before tax from continuing operations amounting of Baht 213 million and Baht 39 million, respectively, to the statement of comprehensive income for the year ended 31 December 2023. However, if the combination had taken place on 1 January 2023, the revenue and profit before tax from continuing operations, contributed to the statement of comprehensive income, would have been Baht 243 million and Baht 48 million, respectively.

### 13. Property, plant and equipment

	Consolidated financial statements								(Unit: Thousand Baht)
	Land	Land improvement	Buildings	Building improvement	Machinery and equipment	Furniture, fixtures and office equipment	Motor vehicles	Assets under construction	Total
<b>Cost:</b>									
1 January 2022	220,566	11,582	342,614	167,914	220,284	19,916	6,275	167,472	1,156,623
Additions	-	-	-	3,169	26,732	2,412	-	29,895	62,208
Disposals/write-off	-	-	-	(64)	(4,594)	(2,103)	(120)	(5,415)	(12,296)
Transfers	-	4,231	-	49,621	22,569	2,762	-	(79,183)	-
31 December 2022	220,566	15,813	342,614	220,640	264,991	22,987	6,155	112,769	1,206,535
Additions	-	-	-	2,782	7,005	2,443	5	5,839	18,074
Acquisition of a subsidiary	-	-	-	309	738	1,164	920	-	3,131
Disposals	-	-	-	-	-	(523)	-	-	(523)
Transfers	-	-	-	97,977	10,670	-	-	(108,647)	-
31 December 2023	220,566	15,813	342,614	321,708	283,404	26,071	7,080	9,961	1,227,217
<b>Accumulated depreciation:</b>									
1 January 2022	-	2,817	52,123	34,068	91,642	9,908	5,649	-	196,207
Depreciation for the year	-	1,240	17,811	8,266	29,016	3,240	293	-	59,866
Depreciation on disposals/write-off	-	-	-	(52)	(4,395)	(1,874)	(120)	-	(6,441)
31 December 2022	-	4,057	69,934	42,282	116,263	11,274	5,822	-	249,632
Acquisition of a subsidiary	-	-	-	67	207	361	232	-	867
Depreciation for the year	-	1,281	17,812	13,834	26,975	3,523	262	-	63,687
Depreciation on disposals	-	-	-	-	-	(459)	-	-	(459)
31 December 2023	-	5,338	87,746	56,183	143,445	14,699	6,316	-	313,727

### 13. Property, plant and equipment (continued)

	Consolidated financial statements							(Unit: Thousand Baht)	
	Land	Land improvement	Buildings	Building improvement	Machinery and equipment	Furniture, fixtures and office equipment	Motor vehicles		Assets under construction
Allowance for impairment loss:									
1 January 2022	1,700	-	23,000	4,965	16,183	2,642	1	8,227	56,718
Decrease during the year	-	-	-	-	(128)	(141)	-	(5,377)	(5,646)
31 December 2022	1,700	-	23,000	4,965	16,055	2,501	1	2,850	51,072
31 December 2023	1,700	-	23,000	4,965	16,055	2,501	1	2,850	51,072
Net book value:									
31 December 2022	218,866	11,756	249,680	173,393	132,673	9,212	332	109,919	905,831
31 December 2023	218,866	10,475	231,868	260,560	123,904	8,871	763	7,111	862,418
Depreciation for the year									
2022 (Baht 38 million included in manufacturing cost, and the balance in selling and administrative expenses)									59,866
2023 (Baht 38 million included in manufacturing cost, and the balance in selling and administrative expenses)									63,687



### 13. Property, plant and equipment (continued)

	Separate financial statements								(Unit: Thousand Baht)
	Land	Land improvement	Buildings	Building improvement	Machinery and equipment	Furniture, fixtures and office equipment	Motor vehicles	Assets under construction	Total
<b>Cost:</b>									
1 January 2022	144,377	11,582	148,037	112,718	187,872	15,749	6,895	32,787	660,017
Additions	-	-	-	1,055	5,275	1,266	-	15,181	22,777
Disposals	-	-	-	-	(2,935)	(287)	(120)	-	(3,342)
Transfers	-	-	-	17,026	9,233	2,762	-	(29,021)	-
31 December 2022	144,377	11,582	148,037	130,799	199,445	19,490	6,775	18,947	679,452
Additions	-	-	-	40	2,822	1,428	5	67	4,362
Disposals	-	-	-	-	-	(514)	-	-	(514)
Transfers	-	-	-	55	8,100	-	-	(8,155)	-
31 December 2023	144,377	11,582	148,037	130,894	210,367	20,404	6,780	10,859	683,300
<b>Accumulated depreciation:</b>									
1 January 2022	-	2,817	19,722	18,209	84,712	10,482	6,272	-	142,214
Depreciation for the year	-	1,070	5,782	5,773	19,890	2,266	292	-	35,073
Depreciation on disposals	-	-	-	-	(2,934)	(255)	(120)	-	(3,309)
31 December 2022	-	3,887	25,504	23,982	101,668	12,493	6,444	-	173,978
Depreciation for the year	-	1,070	5,782	6,002	17,471	2,141	91	-	32,557
Depreciation on disposals	-	-	-	-	-	(459)	-	-	(459)
31 December 2023	-	4,957	31,286	29,984	119,139	14,175	6,535	-	206,076

### 13. Property, plant and equipment (continued)

	Separate financial statements								(Unit: Thousand Baht)
	Land	Land improvement	Buildings	Building improvement	Machinery and equipment	Furniture, fixtures and office equipment	Motor vehicles	Assets under construction	Total
<b>Net book value:</b>									
31 December 2022	144,377	7,695	122,533	106,817	97,777	6,997	331	18,947	505,474
31 December 2023	144,377	6,625	116,751	100,910	91,228	6,229	245	10,859	477,224
<b>Depreciation for the year</b>									
2022 (Baht 31 million included in manufacturing cost, and the balance in selling and administrative expenses)									35,073
2023 (Baht 28 million included in manufacturing cost, and the balance in selling and administrative expenses)									32,557

As at 31 December 2023, certain items of plant and equipment were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation and allowance for impairment loss of those assets amounted to approximately Baht 136 million (2022: Baht 108 million) (the Company only: Baht 76 million, 2022: Baht 61 million).

The Group has mortgaged their property, plant and equipment amounting to approximately Baht 213 million (2022: Baht 376 million) (the Company only: Baht 213 million, 2022: Baht 259 million) as collateral against bank overdrafts, short-term borrowings, long-term borrowings and letters of guarantee from banks.

The Group has property, plant and equipment which retired from active use and not classified as held for sales with net book value amounting to Baht 220 million (2022: Baht 232 million).

## 14. Leases

The Group has lease contracts for various items of buildings and vehicles used in its operations. Leases generally have lease terms between 5 - 20 years.

### a) Right-of-use assets

Movements of right-of-use assets for the years ended 31 December 2023 and 2022 are summarised below:

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
1 January 2022	57,333	446
Increase	3,300	3,300
Depreciation for the year	(3,462)	(494)
31 December 2022	57,171	3,252
Depreciation for the year	(3,757)	(789)
31 December 2023	53,414	2,463

### b) Lease liabilities

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Lease liabilities	84,336	89,667	1,669	2,467
Less: Deferred interest expenses	(28,255)	(31,222)	(75)	(150)
Total	56,081	58,445	1,594	2,317
Less: Portion due within one year	(2,796)	(2,621)	(674)	(723)
Lease liabilities - net of current portion	53,285	55,824	920	1,594

Movements of the lease liability account during the years ended 31 december 2023 and 2022 summarised below :

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Balance at beginning of year	58,445	58,231	2,316	300
Additions	-	3,300	-	3,300
Increase from acquisition of a subsidiary	355	-	-	-
Accretion of interest	2,986	2,318	76	62
Repayments	(5,705)	(5,404)	(798)	(1,345)
Balance at end of year	56,081	58,445	1,594	2,317

#### c) Expenses relating to leases that are recognised in profit or loss

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Depreciation expense of right-of-use assets	3,757	3,462	789	494
Interest expense on lease liabilities	2,986	2,318	76	62
Expense relating to leases of low-value assets	873	159	171	159

#### d) Others

The Group had total cash outflows for leases for the year ended 31 December 2023 of Baht 6 million (2022: Baht 5 million), including the cash outflow related to leases of low-value assets.

## 15. Other intangible assets

	(Unit: Thousand Baht)					
	Consolidated financial statements				Separate financial statements	
	Customer relationship	Trademark	Software	Total	Software	Total
<b>Cost:</b>						
1 January 2022	-	-	13,012	13,012	8,775	8,775
Additions	-	-	1,082	1,082	548	548
31 December 2022	-	-	14,094	14,094	9,323	9,323
Acquisition of a subsidiary	33,000	17,910	66	50,976	-	-
Disposals	-	-	(375)	(375)	(375)	(375)
31 December 2023	33,000	17,910	13,785	64,695	8,948	8,948
<b>Accumulated amortisation:</b>						
1 January 2022	-	-	5,303	5,303	3,323	3,323
Amortisation for the year	-	-	1,635	1,635	1,047	1,047
31 December 2022	-	-	6,938	6,938	4,370	4,370
Acquisition of a subsidiary	-	-	46	46	-	-
Amortisation for the year	2,561	2,258	1,203	6,022	1,040	1,040
Amortisation on disposal	-	-	(375)	(375)	(375)	(375)
31 December 2023	2,561	2,258	7,812	12,631	5,035	5,035
<b>Allowance for impairment loss:</b>						
31 December 2022	-	-	1,587	1,587	-	-
31 December 2023	-	-	1,587	1,587	-	-
<b>Net book value</b>						
31 December 2022	-	-	5,569	5,569	4,953	4,953
31 December 2023	30,439	15,652	4,386	50,477	3,913	3,913

## 16. Bank overdrafts and short-term loans from banks

(Unit: Thousand Baht)					
	Interest rate (percent per annum)	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
Bank overdrafts	MOR	14,689	17,699	14,689	17,699
Short-term loans from banks	MOR -1, MLR - 0.50	95,800	121,000	95,800	121,000
Total		110,489	138,699	110,489	138,699

Bank overdrafts and short-term loans from bank are secured by the mortgage of the Company's land, building on land, fixed deposit, machineries and certain directors.

## 17. Trade and other payables

(Unit: Thousand Baht)					
		Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
Trade payables - unrelated parties		75,404	80,442	71,317	75,454
Other payables - related party		-	-	-	80
Other payables - unrelated parties		15,772	12,583	8,307	9,845
Accrued expenses - unrelated parties		25,253	17,171	6,443	12,392
Prepaid cheque - unrelated parties		79	47	79	47
Total trade and other payables		116,508	110,243	86,146	97,818

## 18. Long-term loans

			(Unit: Thousand Baht)			
Loan	Interest rate (percent per annum)	Repayment schedule	Consolidated financial statements		Separate financial statements	
			2023	2022	2023	2022
1	MLR	Semi-annual installments as from July 2020 due in July 2023	-	7,110	-	7,110
2	MLR	Semi-annual installments as from March 2019 due in March 2024	2,120	12,200	2,120	12,200
3	MLR	Semi-annual installments as from January 2017 due in September 2023	-	1,243	-	-
4	MLR	Semi-annual installments as from February 2017 due in October 2023	-	1,382	-	-
Total			2,120	21,935	2,120	19,310
Less: Current portion			(2,120)	(19,815)	(2,120)	(17,190)
Long-term loans, net of current portion			-	2,120	-	2,120

Movements of the long-term loan account during the years ended 31 December 2023 and 2022 are summarised below :

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Beginning balance	21,935	48,071	19,310	42,110
Repayments	(19,815)	(26,136)	(17,190)	(22,800)
Ending balance	2,120	21,935	2,120	19,310

The loans are secured by the mortgage of land, buildings on land as collateral for the borrowings and is guaranteed by certain directors.

The loan agreements contain several covenants which, among other things, require the Group to maintain debt-to-equity ratio and debt service coverage ratio at the rate prescribed in the agreements.

As at 31 December 2022, the Company and a subsidiary was unable to maintain the financial ratios of long-term borrowings in accordance with a bank's requirement. However, the Company and the subsidiary has no non-current portion of long term loan.



## 19. Share capital and warrants to purchase ordinary shares

On 18 April 2023, the Annual General Meeting of Shareholders passed a resolution approving:

a) Increase in the Company's registered capital of Baht 35,971,191.00 from Baht 307,500,369.50 to Baht 343,471,560.50 through the issue of 71,942,382 additional ordinary shares with a par value of Baht 0.50 per share in order to accommodate the allocation of the newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings, the allocation through private placements and the adjustment of rights of DOD-W2 warrants.

b) Allocation of no more than 24,390,000 newly issued ordinary shares with a par value of Baht 0.50 per share to be offered to unrelated persons through a private placement at an offering price of Baht 4.10 per share, representing up to 5.95 percent of the total issued and paid-up shares, totaling of Baht 100 million.

c) Allocation of no more than 25,552,382 newly issued ordinary shares with a par value of Baht 0.50 per share, to be allocated to existing shareholders in proportion to the number of shares held by each shareholders at a ratio of 17 existing ordinary shares to 1 newly issued ordinary share, at an offering price of Baht 4.00 per share, representing up to 6.23 percent of the Company's total issued and paid-up shares, totaling of Baht 102 million.

d) Issuance and offering of debentures, to support the existing and new business expansion plans, with a maximum amount of Baht 500 million.

During the current year, the Company received payments from the offering of 24,390,000 additional ordinary shares at an offering price of Baht 4.10 per share to unrelated persons through a private placement, totaling Baht 100 million. Additionally, the Company received payments from the offering of 16,023,719 additional ordinary shares at an offering price of Baht 4.00 per share to existing shareholders, totaling Baht 64 million. The transaction cost incurred amounted to Baht 4.6 million (presented as a deduction from share premium). The Company registered the increase in its paid-up capital with the Ministry of Commerce on 5 May 2023 and 19 June 2023, respectively.

### DOD-W2 warrant

On 20 October 2021, the extraordinary general meeting of shareholders approved the issuance of up to 205,000,246 units of "Warrants to Purchase Ordinary Shares of the Company" (DOD-W2) which are to be sold to the shareholders of the Company in proportion to their respective shareholdings at an offering price of Baht 0.10 per unit. The warrants have a term of 2 years.

From the issuance and offering of newly issued ordinary shares through a private placement as described above, the Company adjusted exercise price and exercise ratio of DOD-W2 warrant as follows.

	Existing	Revise
Exercise price (Baht per share)	18.00	17.8774
Exercise ratio (unit per 1 ordinary share)	1.00	1.0069

On 30 November 2023, the DOD-W2 warrant holders exercised purchase 72 issued ordinary share with a par value of Baht 0.5 each, at an exercise price of Baht 17.8774 per share. The Company registered the increase in its issued and paid-up share capital with the Ministry of Commerce on 7 December 2023.

Subsequently, the DOD-W2 warrant remaining amount 205,000,171 units expired in November 2023.

## 20. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside a statutory reserve at least 5 percent of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of the registered capital. The statutory reserve is not available for dividend distribution.

## 21. Other expenses

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Impairment loss on financial assets (reversal)	(10,039)	405,861	3,061	418,645
Impairment loss on investment in subsidiary	-	-	1,137	186
<b>Total</b>	<b>(10,039)</b>	<b>405,861</b>	<b>4,198</b>	<b>418,831</b>

## 22. Discontinued operation

During the second quarter 2021, a meeting of the Company's Board of Directors passed a resolution to discontinue an operation of PCCA Laboratory Company Limited and Ultima Life Company Limited. Therefore, the comparative statement of comprehensive income has been reclassified to present the discontinued operation as a separate transaction from the continued operation.

Discontinued operation in the consolidated financial statements for the year ended 31 December 2023 and 2022 are as follows.

	(Unit: Thousand Baht)			
	PCCA Laboratory Company Limited		Ultima Life Company Limited	
	2023	2022	2023	2022
<b>Statements of comprehensive income</b>				
Revenue	5,702	12,368	-	-
Expenses	(21,526)	(60,354)	-	(13,416)
<b>Loss before income tax</b>	(15,824)	(47,986)	-	(13,416)
Income tax benefits	1,372	1,372	-	-
<b>Loss for the year from discontinued operation</b>	(14,452)	(46,614)	-	(13,416)

Significant cash flow information from the discontinued operation for the year ended 31 December 2023 and 2022 are as follows.

	(Unit: Thousand Baht)			
	PCCA Laboratory Company Limited		Ultima Life Company Limited	
	2023	2022	2023	2022
Net cash from (used in) operating activities	(1,146)	6,683	-	-
Net cash used in investing activities	(5)	(2)	-	-
Net cash used in financing activities	(2,625)	(3,336)	-	-
<b>Net cash flows from (used in) discontinued operation</b>	(3,776)	3,345	-	-

## 23. Expenses by nature

Significant expenses classified by nature are as follows :

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Salaries and wages and other employee benefits	175,514	159,696	133,200	144,794
Depreciation and amortisation	73,466	64,502	34,386	36,615
Loss on impairment of financial assets (Reversal)	(10,048)	404,636	3,061	418,645
Raw materials and consumables used	291,727	319,998	196,824	247,573
Changes in inventories of finished goods and work in progress	2,071	11,230	(2,590)	656

## 24. Income tax

Income tax expenses (benefits) for the years ended 31 December 2023 and 2022 are made up as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
<b>Current income tax:</b>				
Current income tax charge	24,636	6,437	15,468	6,437
Adjustment in respect of income tax of previous year	1,899	(903)	1,899	(903)
<b>Deferred tax:</b>				
Relating to origination and reversal of temporary differences	1,522	(84,641)	2,134	(82,687)
<b>Income tax expense (benefits) reported in profit or loss</b>	<b>28,057</b>	<b>(79,107)</b>	<b>19,501</b>	<b>(77,153)</b>

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2023 and 2022 are as follows :

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Deferred tax on actuarial gains	380	-	380	-
	380	-	380	-

The reconciliation between accounting profit (loss) and income tax expenses (benefits) is shown below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Accounting profit (loss) before tax	48,881	(424,226)	50,433	(391,209)
Applicable tax rate	20%	20%	20%	20%
Accounting profit (loss) before tax multiplied by income tax rate	9,776	(84,845)	10,087	(78,242)
Unused tax losses for the year	6,755	7,039	-	-
Adjustment in respect of income tax of previous year	1,899	(903)	1,899	(903)
Effects of:				
Promotional privileges	-	(8,002)	-	(8,002)
Non-deductible expenses	9,758	7,982	3,189	3,401
Additional expense deductions allowed	(131)	(378)	(24)	(378)
Others	-	-	4,350	6,971
Total	9,627	(398)	7,515	1,992
Income tax expenses (benefits) reported in profit or loss	28,057	(79,107)	19,501	(77,153)

The components of deferred tax assets and deferred tax liabilities are as follows:

(Unit: Thousand Baht)				
	Statements of financial position			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
<b>Deferred tax assets</b>				
Allowance for expected credit losses	80,200	82,208	80,200	82,208
Allowance for diminution in value of inventories	7,613	8,114	7,613	8,114
Provision for long-term employee benefits	2,143	1,536	1,432	1,437
Others	680	680	680	680
Total	90,636	92,538	89,925	92,439
<b>Deferred tax liabilities</b>				
Adjustment fair value of assets at business acquisition date	18,492	10,682	-	-
Total	18,492	10,682	-	-

As at 31 December 2023, the subsidiaries has unused tax losses totaling Baht 428 million (2022: Baht 343 million) on which deferred tax assets have not been recognised as the subsidiaries believes future taxable profits may not be sufficient to allow utilisation of the unused tax losses.

The unused tax losses amounting to Baht 428 million will expire by 2028.

## 25. Earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing profit (loss) for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

Diluted earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year plus the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. The calculation assumes that the conversion took place either at the beginning of the year or on the date the potential ordinary shares were issued.

However, no calculation of diluted earning per share for the year ended 31 December 2023 and 2022 was required for warrants (DOD-W2) because the exercise prices of the warrants was higher than the average market price of the Company's ordinary shares.

The following table sets forth the computation of basic per share.

	Consolidated financial statements					
	Continued operation		Discontinued operation		Total	
	2023	2022	2023	2022	2023	2022
<u>Basic earnings (loss) per share</u>						
Profit (loss) attributable to equity holders of the parent (Thousand Baht)	20,194	(342,965)	(13,007)	(55,369)	7,187	(398,334)
Weighted average number of ordinary shares (Thousand shares)	435,309	410,000	435,309	410,000	435,309	410,000
Basic earnings (loss) per share (Baht per share)	0.05	(0.84)	(0.03)	(0.13)	0.02	(0.97)

	Separate financial statements	
	2023	2022
<u>Basic earnings (loss) per share</u>		
Profit (loss) for the year (Thousand Baht)	30,932	(314,056)
Weighted average number of ordinary shares (Thousand shares)	435,309	410,000
Earnings (loss) per share (Baht per share)	0.07	(0.77)



## 26. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance. The chief operating decision maker has been identified as executive committee.

For management purposes, the Group is organised into business units based on its products and services and have reportable segments as Supplementary business, Manufacturing cosmetic business, Manufacturing extraction business and others.

No operating segments have been aggregated to form the above reportable operating segments.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and total assets and on a basis consistent with that used to measure operating profit or loss and total assets in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The following tables present revenue and profit and total assets/total liabilities information regarding the Group's operating segments for the years ended 31 December 2023 and 2022.

For the year ended 31 December 2023

(Unit: Thousand Baht)						
	Supplementary business	Manufacturing cosmetic business (Discontinued operation)	Manufacturing extraction business	Others	Elimination of inter-segment	Total
Revenues from sales	715,316	-	14,648	-	(51,810)	678,154
Finance income	16,639	7	10	488	(16,878)	266
Other income	36,570	6,050	2,901	-	(7,881)	37,640
<b>Total revenue</b>	<b>768,525</b>	<b>6,057</b>	<b>17,559</b>	<b>488</b>		<b>716,060</b>
Total profit (loss) from reportable segments before finance costs						
	105,766	(8,547)	(37,950)	(139)	(17,744)	41,386
Finance costs	(5,320)	(17,156)	(3,356)	(18,228)	35,730	(8,330)
Total profit (loss) from reportable segments	100,446	(25,703)	(41,306)	(18,367)		33,056
Income tax expense						(26,684)
Net profit for the year						6,372

**For the year ended 31 December 2022**

	Supplementary business	Manufacturing cosmetic business (Discontinued operation)	Manufacturing extraction business	Others	Elimination of inter-segment	Total
Revenues from sales	531,703	11,275	5,113	418	(75)	548,434
Finance income	13,822	3	18	472	(14,204)	111
Other income	10,654	1,116	324	220	(51)	12,263
<b>Total revenue</b>	<b>556,179</b>	<b>12,394</b>	<b>5,455</b>	<b>1,110</b>		<b>560,808</b>
Total profit (loss) from reportable segments before finance costs	(387,112)	(40,870)	(35,535)	18	(14,804)	(478,303)
Finance costs	(4,097)	(17,324)	(636)	(18,228)	32,960	(7,325)
Total loss from reportable segments	(391,209)	(58,194)	(36,171)	(18,210)		(485,628)
Income tax benefit						80,479
Net loss for the year						(405,149)

**As at 31 December 2023**

Total assets for reportable segments	1,571,331	150,219	224,848	98,289	(587,048)	1,457,639
Total liabilities for reportable segments	287,901	355,221	103,228	394,101	(762,872)	377,579

**As at 31 December 2022**

Total assets for reportable segments	1,294,102	164,466	220,527	10,380	(398,557)	1,290,918
Total liabilities for reportable segments	303,878	343,764	12,750	376,184	(639,290)	397,286

#### Geographic information

The Group operates in Thailand only. As a result, all the revenues and assets as reflected in these financial statements pertain exclusively to this geographical reportable segment.

#### Major customers

The Group has revenue from a major customer in amount of Baht 63 million, arising from sales of the supplementary business (2022: Baht 278 million derived from a major customer, arising from sales of the supplementary business).

### 27. Provident fund

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Company contribute to the fund monthly at the rate of 2 to 15 percent of basic salary. The fund, which is managed by BBL Asset Management Co., Ltd., will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2023 amounting to approximately Baht 2 million (2022: Baht 2 million) were recognised as expenses.

### 28. Commitments and contingent liabilities

#### 28.1 Capital commitments

As at 31 December 2023, the Group had capital commitments of approximately Baht 4 million (2022: Baht 18 million), (the Company only: Baht 3 million, 2022: Baht 3 million) relating to the construction of factory buildings and acquisition of machinery.

#### 28.2 Long-term service commitments

On 24 January 2020, the Company entered into a license agreement on a research about “The Development of medical food products for patients with diabetes using rice as the main raw material to replace imported products from abroad” with the Agricultural Research Development Agency (Public Organization). The agreement enables the Company to exercise unlimited rights on the research for a period of 8 years upon signing the agreement with permission to produce and distribute the product both domestically and abroad.

The Company is also permitted to use the technology in its production under this agreement, or to use it for the purpose of research, development, and improvement, or even transfer the technology to others without prior notice.

#### 28.3 Guarantees

The Group were outstanding bank guarantees of approximately Baht 2 million (2022: Baht 2 million) (the Company only: Baht 1 million, 2022: Baht 1 million) issued by banks on behalf of the Group in respect of electric utility.

## 28.4 Litigation

- a) On 15 February 2022, the Company, the Company's former employee, an independent dealer and other related persons (collectively referred to as "the Defendant") were involved in a lawsuit brought by a customer ("the Plaintiff") due to a misconduct committed by an agent, whereby the Plaintiff claimed a compensation of approximately Baht 8 million. Subsequently, on 4 July 2023, the Court dismissed this case.
- b) On 14 January 2022, a subsidiary ("the Defendant") was involved in lawsuit brought by a company ("the Plaintiff") over a breach of contract, whereby the Plaintiff claimed a compensation of approximately Baht 2 million. Subsequently, on 17 August 2023, the Court of First Instance rendered a verdict in favour of the Plaintiff and the Company is currently engaged in negotiation for the payment agreement. As at 31 December 2023, the Group recorded a provision for the litigation in the financial statements amount Baht 2 million.
- c) On 19 August 2022, a subsidiary ("the Defendant") was involved in a lawsuit brought by a company ("the Plaintiff") over a breach of contract on the delivery of goods, whereby the Plaintiff claimed a compensation of approximately Baht 2 million. Subsequently, on 23 May 2023, the Plaintiff and the Defendant reached a settlement agreement, whereby they agreed to resolve the matter by making payments in 15 installments, totaling Baht 2.5 million with its interest. The payment schedule is set to commence in June 2023. The Court already rendered a consent judgement on the matter. During the current period, the subsidiary already recorded provision for this litigation of Baht 2.5 million.
- d) On 13 September 2022, the Company ("the Defendant") was involved in a lawsuit brought by an individual ("the Plaintiff") over a breach of contract committed by an employee, whereby the Plaintiff claimed a compensation of approximately Baht 400,000. Subsequently, on 19 May 2023, the Court of First Instance ordered the Company to pay compensation to the Plaintiff of Baht 400,000 and the Company is currently in the process of preparing the appeal. As at 31 December 2023, the Group did not record a provision for the litigation in the financial statements since the management believed that the any losses from the litigation will not be incurred.
- e) On 22 December 2023, the Company ("Defendant") was involved in a lawsuit brought by a company ("Plaintiff") over a breach of contract, whereby the Plaintiff claimed a compensation of approximately Baht 481,432. The case is under the Civil Court's consideration. As at 31 December 2023, the Group did not record a provision for the litigation in the financial statements since the management believed that the any losses from the litigation will not be incurred.

## 29. Fair value hierarchy

As at 31 December 2023 and 2022, the Group had the assets measured at fair value at level 3 as follows:

(Unit: Thousand Baht)		
	Consolidated financial statements and Separate financial statements	
	2023	2022
<b>Assets measured at fair value</b>		
Financial assets measured at FVOCI		
Equity investments	2,600	2,600

## 30. Financial instruments

### 30.1 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade accounts receivable, loans to subsidiaries, investments, and short-term and long-term loans from banks. The financial risks associated with these financial instruments and how they are managed is described below.

#### *Credit risk*

The Group is exposed to credit risk primarily with respect to trade accounts receivable, loans, deposits with banks and financial institutions and other financial instruments. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

#### *Trade receivables*

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. In addition, outstanding trade receivables are consistently monitored and the Group has policy to conduct most transactions with reliable corporate partners in order to reduce the risk of financial loss due to failure to comply with contractual obligations.

The Group has concentration of credit risk of its trade receivables in the consolidated financial statement 78% from a major customer and the separate financial statements 83% from a major customer (2022: the consolidated financial statement 89% from a major customer and the separate financial statements 91% from a major customers).

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due. The Group does not hold collateral as security. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written-off if past due for more than one year and not subject to enforcement activity.

## Financial instruments and cash deposits

The Group manages the credit risk from balances with banks and financial institutions by making investments only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group's Board of Directors on an annual basis. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

The credit risk on debt instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

### Market risk

The market risk comprising interest rate risk.

### Interest rate risk

The Group's exposure to interest rate risk relates primarily to its loans to subsidiaries and loans from bank. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings, in which it agrees to exchange, at specified intervals, between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount.

As at 31 December 2023 and 2022, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.



(Unit: Million Baht)

## Consolidated financial statements

2023

## Fixed interest rates

	Within 1 year	1 - 5 years	Over 5 years	Floating interest rate	Non- interest bearing	Total	Effective interest rate (% per annum)
<u>Financial assets</u>							
Cash and cash equivalents	-	-	-	68	-	68	0.15 - 0.60
Restricted bank deposits	-	-	-	17	-	17	0.60 - 1.35
	-	-	-	85	-	85	
<u>Financial liabilities</u>							
Bank overdrafts and short-term loans from banks	96	-	-	14	-	110	2.55 - 5.40
Lease liabilities	3	10	43	-	-	56	5.25
Long-term loans	-	-	-	2	-	2	6.10
	99	10	43	16	-	168	

(Unit: Million Baht)

## Consolidated financial statements

2022

## Fixed interest rates

	Within 1 year	1 - 5 years	Over 5 years	Floating interest rate	Non- interest bearing	Total	Effective interest rate (% per annum)
<u>Financial assets</u>							
Cash and cash equivalents	-	-	-	30	-	30	0.05 - 0.35
Restricted bank deposits	-	-	-	17	-	17	0.40
	-	-	-	47	-	47	
<u>Financial liabilities</u>							
Bank overdrafts and short-term loans from banks	121	-	-	18	-	139	1.88 - 6.65
Short-term loans from related parties	10	-	-	-	-	10	3.00
Lease liabilities	3	10	45	-	-	58	5.25
Long-term loans	-	-	-	22	-	22	4.85 - 5.13
	134	10	45	40	-	229	

(Unit: Million Baht)

## Separate financial statements

2023

## Fixed interest rates

	Within 1 year	1 - 5 years	Over 5 years	Floating interest rate	Non- interest bearing	Total	Effective interest rate (% per annum)
<u>Financial assets</u>							
Cash and cash equivalents	-	-	-	21	-	21	0.15 - 0.60
Short-term loans to subsidiaries	89	-	-	-	-	89	5.00
Long-term loans to subsidiaries	218	-	-	-	-	218	6.00
Restricted bank deposits	-	-	-	16	-	16	1.35
	<u>307</u>	<u>-</u>	<u>-</u>	<u>37</u>	<u>-</u>	<u>344</u>	
<u>Financial liabilities</u>							
Bank overdrafts and short-term loans from banks	96	-	-	14	-	110	2.55 - 5.40
Lease liabilities	1	1	-	-	-	2	5.25
Long-term loans	-	-	-	2	-	2	6.10
	<u>97</u>	<u>1</u>	<u>-</u>	<u>16</u>	<u>-</u>	<u>114</u>	

(Unit: Million Baht)

Separate financial statements							
2022							
Fixed interest rates							
	Within 1 year	1 - 5 years	Over 5 years	Floating interest rate	Non- interest bearing	Total	Effective interest rate (% per annum)
<u>Financial assets</u>							
Cash and cash equivalents	-	-	-	11	-	11	0.05 - 0.35
Short-term loans to subsidiaries	45	-	-	-	-	45	5.00
Long-term loans to subsidiaries	218	-	-	-	-	218	6.00
Restricted bank deposits	-	-	-	16	-	16	0.40
	<u>263</u>	<u>-</u>	<u>-</u>	<u>27</u>	<u>-</u>	<u>290</u>	
<u>Financial liabilities</u>							
Bank overdrafts and short-term loans banks	121	-	-	18	-	139	1.88 - 6.65
Short-term loans from related parties	-	-	-	-	-	10	3.00
Lease liabilities	1	1	-	-	-	2	5.25
Long-term loans	-	-	-	19	-	19	4.85 - 5.13
	<u>132</u>	<u>1</u>	<u>-</u>	<u>37</u>	<u>-</u>	<u>170</u>	

### Liquidity risk

The Group manages its liquidity risk by maintaining a level of cash and cash equivalents as well as management of current assets and current liabilities and sources of fund as deemed adequate to finance the operations of the Group.

The table below summarises the maturity profile of the Group's non-derivative financial liabilities as at 31 December 2023 and 2022 based on contractual undiscounted cash flows:

(Unit: Million Baht)

## Consolidated financial statements

2023

	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Bank overdraft and short-term loans from banks	-	110	-	-	110
Trade and other payables	-	117	-	-	117
Lease liabilities	-	6	20	58	84
Long-term loans	-	2	-	-	2
	-	235	20	58	313

(Unit: Million Baht)

## Consolidated financial statements

2022

	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Bank overdraft and short-term loans from banks	-	139	-	-	139
Short-term loans from related parties	-	10	-	-	10
Trade and other payables	-	110	-	-	110
Lease liabilities	-	6	21	63	90
Long-term loans	-	20	2	-	22
	-	285	23	63	371

(Unit: Million Baht)

## Separate financial statements

2023

	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Bank overdraft and short-term loans from banks	-	110	-	-	110
Trade and other payables	-	86	-	-	86
Lease liabilities	-	1	1	-	2
Long-term loans	-	2	-	-	2
	-	199	1	-	200

(Unit: Million Baht)

	Separate financial statements				
	2022				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Bank overdraft and short-term loans from banks	-	139	-	-	139
Short-term loans from related parties	-	10	-	-	10
Trade and other payables	-	98	-	-	98
Lease liabilities	-	1	1	-	2
Long-term loans	-	17	2	-	19
	-	265	3	-	268

### 30.2 Fair values of financial instruments

Since the majority of the Group's financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statement of financial position.

### 31. Capital management

The primary objective of the Group's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value.

As at 31 December 2023, the Group's debt-to-equity ratio was 0.35:1 (2022: 0.44:1) and the Company's was 0.21:1 (2022: 0.31:1).

### 32. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 22 February 2024.







## **DOD BIOTECH PUBLIC COMPANY LIMITED**

**111 Moo 2 Thachin Sub-District, Muang Samutsakhon, District Samutsakhon 74000**

**Tel. 034-446-333, 034-446-4444**

